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Fighting Crime, Spinning Webs

by thebandragoness

Summary

Following the death of the Green Goblin, our favorite Wall-Crawler's had a little break from fighting supervillains, though he's had no such luck freeing Gwen from Harry's slimy, Green-addicted hands. Will this newfound era of peace last, or will more diabolical villains crawl out of the woodwork to make life tough for old Web-Head? Tune in to find out! Excelsior!

Notes

Author's Note: This story now has a rewritten version, titled "If This Be My Destiny," which is a more streamlined and polished version, whereas this original draft of the story here is a bit meandering in places and tries to bite off more than it can chew. Obviously, I'd prefer you go read the rewrite first since I personally think it's better, but you can still read this draft if you want. I'm not your mom.

Dramatic Irony

Chapter Notes

> Face front, true believers! Today we bring you another scintillating tale, guaranteed to be packed with non-stop action and heart-racing drama for our favorite web-slinger! Excelsior!

Lesson 1: Literary Studies 101

"***Man is not what he thinks he is. He is what he hides."***

– André Malraux

The man behind the counter gave him a dry stare. "Kid, look, I'm not stupid. I know what's going on here."

The kid shifted in place, pulling his hoodie tighter over his face. "What are you talking about? Nothing's going on here. I just want to buy this stuff." He held out the bag in his hand.

"Yeah," said the man – "Bruce," according to his name tag. "And you've wanted to buy that stuff every time you've come in here since last summer. The exact same chemicals in the exact same quantities every single freakin' time." He leaned in closer, eyes narrowing. "The only thing I don't get is what kinda drugs you could possibly be making that need *a twenty-pound sack of liquid cement.*"

The boy looked to the sack resting by his foot. "Uh, no, it's nothing like that!" he said quickly. "See, I, uh, I'm a science geek, and I use the chemicals and stuff for a... a science fair project."

The man raised an eyebrow. "A science fair project that's been going on nonstop all school year?"

There was a prolonged silence.

"Yes," said the boy.

"I can't believe he bought that! Sheesh, that's the last time I shop at Campbell's Chemistry Emporium."

Peter breathed a sigh of relief as he set the supplies down at his basement workstation. "Man, I bet it's crazy expensive everywhere else, though. Wonder if I could swipe some chemicals from the ESU lab...?" As he spoke, Peter set to work pouring vials of multicolored liquid together into a mixing bowl (Aunt May was out with Mrs. Watson. He'd have it washed and put back in no time). "Well, okay, I wouldn't steal if it was from the Connors, but they left town, and that Warren guy's a creep. He deserves to have a few chemicals stolen, doesn't he?" Next came time to pour the liquid cement. "Ah, what are you saying, Pete? You're better than that."

Then came the eggbeaters for stirring (He'd wash those, too). "*Can he cook? He can bake. He makes radioactive cake. Look out... here comes the Spider-Chef!*"

Now for the hard part. Getting all that fluid into the tiny little capsules was tricky, but Peter had had plenty of practice.

“And... voila! Now all that's left is to give it a test run.” The shooter snapped around his wrist with a pleasant *click*. Peter's eyes fell on an empty Coke can on the far side of the basement.

Thwip. Said can was now in his hand.

“And we've got webs.” The dryer abruptly stopped humming. “Oh, and the costume's ready. We're in business.”

Peter ran for the laundry basket, tossing the web-shooters back on his work-table. “Webs, check. Costume, check. Witty repertoire, check. Finally, the fun part of the day can start. I'll stop some petty thieves, get crucified by the media, fight for my life with animal-themed supervillains... It'll be a hoot!” Peter couldn't help but grin as he dug his mask out from the gigantic pile of identical blue t-shirts in the machine.

“Note to self, stop monologing out loud every time you're alone. It's starting to get weird.”

Thwip. Thwip. A “Wahoo!” escaped Spidey's mouth as he came off the arc of his swing. This was the best. The pleasant March air, the wind in his spandex... It felt like he belonged up here, dancing between buildings, rushing past rooftops-

Ah, there we go. Now he was monologing in his head like he was supposed to.

Spidey stuck himself to a skyscraper so he could get a better look at the streets below. Hmm... No crime as far as he could see. Definitely not any thematically appropriate mega-criminals swearing vengeance on him. In fact, the streets were cleaner than they'd ever been. With the feds still breathing down Tombstone's neck, the Big Man's whole operation was frozen with fear, and there hadn't really been any more supervillains since Gobbie blew himself up.

So the head of Oscorp dies, and suddenly all the mysterious new supervillains stop appearing? Probably just a coincidence. Yeah.

Well, it'd been twenty minutes and the Lizard hadn't burst out of nowhere to eat everyone. This was boring. Spidey was hanging up the costume for the morning.

Wait, was that a purse snatcher? No, no, he was just helping that lady cross the street. Ugh. Was it wrong that Spider-Man was starting to miss Doctor Octopus?

The halls of Midtown Magnet were eerily empty. Huh. So *that's* what it was like to get to school before the bell rang. Well, Flash and his cronies were still lurking the halls as usual, but honestly, ever since he'd hooked up with that Sha Shan girl, Flash had mellowed out quite a bit. It'd reached the point where Peter actually *didn't* impulsively cringe every time Flash came near.

Peter leaned against his locker to check his phone. It was an older model, the nicest the Parker family fortune could afford. Well, actually, he *did* have one of those newfangled Osberries, but Peter had left that buried in his closet somewhere seeing as it had Norman-germs all over it. As a rule of thumb, superheroes shouldn't use any gadgets that were given to them by their arch-nemeses.

Peter strained to read his phone's cracked screen. To the surprise of no one, Gwen hadn't returned his texts. No word from her since the funeral. And their lab internships had turned into a contest to

see who could go the longest without breaking the dead silence. Great. You confess your love for someone who can't break up with her boyfriend out of pity, and suddenly everything's all awkward between you. Relationship drama? Just another Thursday in the life of Peter Parker, teen heartthrob.

“Ugh, get a look at that weirdo!” A shrill noise hit Peter's ears, shaking him from his thoughts. That’d be Sally Avril. Her voice could pierce the Rhino's hull. Peter glanced over at Flash's gang, who seemed to be moving away from the outdoor picnic area. Out of equal parts boredom and curiosity, Peter headed outside to see what all the commotion was about.

Sitting at the picnic table was a girl Peter has never seen before, and from the looks of things, more than a few students were keepinga radius around her complete with whispers and funny looks. That might have been because the girl was surrounded by a pack of animals. There was a dog on her lap, birds on her shoulders... Even Midtown's resident stray cat was rubbing against her legs, and that cat bolted at the sight of people.

The girl didn't look particularly bothered, but being a lonely weird kid who attracts negative attention was a situation Peter could empathize with, so he approached her. The presence of Puny Parker seemed to cancel out the girl's own weirdness – The bystanders lost interest and carried on with their lives.

“Uh, hey, there,” Peter began. “What's with all the animals?”

The girl looked up at him and smiled. She had messy, dark hair, and she wore plain jeans and a wrinkled t-shirt that looked like it'd been slept in. Peter got the impression she wouldn't have been considered super normal even without the animals.

But before the girl could answer, her dog pounced on Peter. Luckily, it was more of a “I want you to pet me!” pounce than an “I want to kill you!” pounce. Didn't even set off his spider-sense.

The girl chuckled. “He says he likes you.”

“What's his name?” Peter asked, scratching the dog's ears.

“Sweaty Meatsmell,” said the girl. “Well, that's what he named himself, anyways.”

Oooookaaaay, Peter was starting to see why people were calling her weird.

“Right. So...” Peter fought to look casual. “Haven't seen you around before.”

“I'm new.”

“What did you say your name was?”

“Sophia.”

“Peter. That’s- That’s my name, I mean.”

“Oh, I already know who you are.” Sophia smirked at him. “You're Spider-Man.”

Remember how Peter was fighting to look casual? Yeah. “WHAT NO I'M N- I mean-” He cleared his throat. “What makes you say that?”

At this, Sophia shoved her phone into his face. Onscreen was a blurry video of Peter's favorite slimy black supervillain waving at the camera and yelling, “*Hey, reporters, over here! We've got some breaking news for you. Peter Parker is Spider-Man!*”

“Oh yeah. That.” Peter's heart wasn't racing quite as quickly anymore. “Look, Venom – err, the black Spider-Man – is a crazy supervillain. He just thought I was Spidey cuz I take pictures of the Web-Head for the Bugle, and there was this stupid rumor after I dressed as him for Halloween. The Bugle published this big front page story proving Venom wrong. Didn't you read it?”

“I did.” Sophia nodded. “I didn't believe it, though.”

“Of course you didn't...”

“You've got a huge following on the internet.” As she spoke, Sophia thumbed through her phone. “That Venom video's all over Youtube. Here, someone did a ten minute dance remix-”

“No, no, I'm good, thanks!” said Peter, recoiling. “Sophia, look, the last time that Spider-Man rumor was a thing, I was hounded by reporters, like, everywhere I went. I swear I'm not Spider-Man. Could you please not make a big deal about this?”

“Whatever you say, Spider-Man.” Sophia smirked, trading glances with one of her pigeons. “But if you weren't Spider-Man, how would you take all those pictures of him?”

Peter stifled a groan. “He rings my cell before he does anything cool. Dude's a total glory hound.”

“Uh huh.” Sophia made a show of rolling her eyes.

“Look, here, I can prove I'm not Spider-Man.” Peter shoved his wrists in Sophia's face, then pressed his middle and ring fingers against his palms. Nothing. “There. If I was Spidey, you'd be covered in webs right now.”

Phew, that’d been a close one. Good thing the general public had no idea Peter's webs weren't organic. Which was great because that’d be gross. But also a lot cheaper... Okay, organic web-shooters wouldn't be *so* bad.

“Hmm.” Sophia looked thoughtful for a moment. “That *would* be pretty convincing...” She gestured to one of her pigeons. “...if Tailfeathers hadn't seen you changing out of your costume behind the trash can.”

“Oh, well, if the *bird* says so…” said the boy with the proportional strength of a spider who could stick to walls and had precognitive senses.

“Play it off it you want, Web-Head, but we both know Tailfeathers is right-”

The bell chose that exact moment to ring.

“Ah! You’re gonna make me late!” Peter bolted for the doors with surprising speed. “We're finishing this conversation later.”

“I look forward to it!” she called after him.

And with that, he disappeared into the school hallways, leaving Sophia far behind. So now Peter could add “crazy animal lady” to his ever-growing harem. Hurray.

“*Can you believe it?*” Sally’s voice echoed down the hall. “*She said THE BIRD says I’m too loud! No one here thinks that, right?*”

The light turned green, opening the floodgates for New York's regular storm of high-speed traffic. Any sane person would've noticed the change and stopped at the edge of the crosswalk.

But six-year-olds weren't the sanest people ever.

Honk honk. "Ahh-!"

Thwip. An elastic strand of sticky goodness sent the little girl flying back to the sidewalk.

"Hey!" A red-and-blue-clad hero landed at the girl's side. "You okay?"

"Thank you, Mr. Spider-Man!" The girl immediately threw her arms around his waist.

"Please, Mr. Spider-Man is my dad. Call me Spidey." Spider-Man knelt to put a hand on her shoulder. "Didn't your mom ever tell you to look both ways before crossing the street?"

The girl stayed quiet, eyes on her shoes.

"Actually…" Spidey glanced around. There were plenty of onlookers, but none were running forward to claim the kid. "…where *is* your-?"

"*Get your hands off my daughter.*" She was, naturally, right behind him. The woman looked like a slightly younger Aunt May, only about a gazillion times less endearing.

"Hey, there you are," said Spider-Man. "Your kid was all alone-"

"I know all about you!" snapped the woman. "I read the Bugle!"

"Oh, well, then, clearly you're an enlightened individual."

"*Get your hands off my daughter!*"

"I'm going, I'm going!" Spidey swung off without another word.

Spider-Man sat perched atop a lighting rod, gazing at the Hudson and feeling the breeze on his back.

"Animals can't talk."

For a moment, there was no sound but the howling of the wind.

Then there came a, "*Coo, coo*."

Spidey's head snapped around to discover a pudgy gray pigeon on the opposite rod, cocking its head at him.

"What're *you* looking at?"

"*Thsizzastckp*," the man muttered.

"What?" asked the girl behind the counter.

The man sighed and poked his gun further out his jacket pocket. "This is a stickup," he said slower. "Gimme all your money. But, err, don't make a scene or nothin'."

"*Y-Yes, sir!*" The girl wasted no time emptying the contents of her cash register. The robber stuffed it into his jacket, then did his best to look casual as he exited the drug store.

Thwip. “Ah, trying to do a stealth robbery, are we?” said a brightly-colored man dangling upside-down off a nearby lamp post. “That seems to be a popular Spidey-evasion method with the crooks these days. Well, sorry to tell you this, but you've gotta get up pretty early in the morning to pull a fast one on your friendly neighborhood-”

Unfortunately, Spidey couldn't finish the quip because the thug made a run for it. Ugh, he hated when that happened. All that A-material wasted.

“Heavens to Betsy!” said Spider-Man, hopping after him. “The Sinister Six, I can handle, but I might have met my match with Generic Drug Store Robber Man.” He smashed his middle and ring fingers into his palms.

A little too hard, apparently. There wasn't just a *thwip* – There was an ear-splitting *KER-SPLOOSH.*

The dust cleared to reveal what looked like ground zero of a web fluid asteroid impact. There was webbing over the sidewalk, the shop windows… Heck, it'd even trapped a few cars at the edge of the road. In fact, it’d trapped just about everything except the fleeing thug.

“What the-?” You couldn't really tell with the mask on, but Peter’s jaw was hanging open. “*No*. I must've mixed up the formula wrong.” That's when he spotted the misshapen lumps under his gloves. “And now my web-shooters are broken.”

Great, he’d have to catch the thug the boring way. Spider-Man sprinted after the guy… only to watch his target drop into an open manhole in the street.

“Aw, dude, come on!” Spidey knelt over it, peering at the murky goop below. “I just washed these tights! You really gonna make me chase you down there? Okay, y’know what, I’m done. I’m tattling on you to the cops. Pretty sure covering themselves in sewage is demanded by their Oath of Honor.”

“Spider-Man!” Speak of the devil. Spidey spun to find a pair of officers racing towards him, though they couldn't get too close unless they wanted their feet glued to the pavement by the mess Spider-Man had left behind. They were a weasel-faced man and a short-haired, darker-skinned woman who Spidey recognized as Sergeants Carter and DeWolff.

“Hey, Web-Head.” Carter grinned at the chaos. “The guy got away, huh? Next time, try using more web-fluid.”

“*Shut up.*”

DeWolff, however, was less enthused. “Isn't stopping petty thieves beneath you?” she spat. “The police could've handled this. You didn't have to use this much webbing.”

“*My web-shooters broke!*”

“What?” DeWolff looked lost. “Broke? Aren't your webs organic?”

“No, they're- Look, it's not important.” Spidey buried his palm in his forehead. “Just let me clean up my mess-”

“If you’re going to stick around, why not come with us to the station so we can ask you a few questions?” DeWolff stepped towards him.

“Oh, darn, I forgot to water my plants!” Spidey pounced into the air and fired a web... and then smacked into the pavement. Oh. Right.

Slowly, Spidey turned back to the officers. “No one. Say. *Anything*.” He jumped on to the wall, sprinted up a building, and vanished over the rooftop.

Spider-Man wasn’t hiding. He was just… loitering a bit until those cops left. Spidey dangled his legs over the edge of the rooftop, gazing up at the sunset over the Hudson.

“I’m not pathetic,” he said. “I bet lots of other superheroes have problems getting around.”

Whoosh. He was lucky he didn’t go blind – Out of nowhere, a brilliant orange streak shot across the sky.

“Huh? What?” Spidey sprang back, rubbing his eyes.

The cheers from below told all he needed to hear:

“*It’s HIM!*”

“*Ohmigod, ohmigod, JOHNNY STORM just flew past me!*”

The whole street had gone berserk, filling the air with phones and white flashes. People were no doubt hoping to spice up their timelines with some blurry pics of the legendary Human Torch, fire-spewing hero extraordinaire, before he vanished on the horizon.

Yeah, that’s right, Spider-Man wasn’t the only superhero in Manhattan. He was just the only one who happened to be a poor person. See, ever since World War II, when technology had advanced to the point where gaining superpowers went from science fiction to science fact, throwing on a brightly-colored costume to fight crime had become something of a tradition among the superhuman community. Yes, yes, Spider-Man admitted it, he was riding the coattails of a fad. Well, his had originally been a wrestling costume, but he’d repurposed it once he’d learned what came with great power.

Spidey watched the orange streak draw near one of the taller structures in Manhattan’s skyline. The giant, three-dimensional “4” carved into the top made it pretty hard to mistake it for anything but the Baxter Building, home of the Fantastic Four, the superhero team of which Torch was member number… three? Two? Kinda hard to keep that straight when they all had the *same number* printed on their costumes. *Phht*, amateurs. What made local hero teams like them or the Avengers better than Spider-Man?

Next, Spidey’s eyes traveled to the tower across from the Baxter Building. The one with the giant “A” on it. Man, these rich hero types loved labeling their buildings. They must’ve gotten confused easy.

Lastly, Spider-Man’s eyes traveled to the misshapen, tumor-like lumps on his wrists beneath the spandex. What was he doing, lounging around grumbling about the veteran superheroes? It wasn’t like they’d ever helped him a day in his life. Sure, most of the other heroes had already been around for a year or two before that fateful spider bite, but apparently all the supervillains rampaging around the streets of Manhattan were beneath their notice. Well, who needed ’em? The Web-Head could manage perfectly fine on his own, thank you very much. What was all their money good for, anyways? Saving lives didn’t cost anything!

Spider-Man stood, turned towards the Queensboro Bridge in the distance, fired a web-shooter… and then listened to the pathetic little spurt it made.

“Oh. Right.”

The man had been pretty invested in reading the newspaper, but his attention was torn away when he noticed the person in the seat next to him was wearing a skintight red and blue suit.

“Hey! Are you the real Spider-Man?”

“Uh huh,” said the real Spider-Man.

“What’re ya takin’ the subway for? Why aren't you, y'know, web-swinging to wherever you wanna-?”

“*This is so unfair!*” Spidey threw his arms in the air. “Does the Human Torch ever run out of fire? Does Ant-Man ever run out of ants?”

“You ran outta webs?” His fellow passenger looked thoughtful. “Maybe you should see a doctor-?”

“THEY'RE NOT ORGANIC.”

“Back so soon?” Bruce gave Peter another one of his dry stares. “Either you made a big sale, or you just couldn't help yourself and smoked the entire-”

“I'M NOT MAKING DRUGS.”

“Ugh.” The door creaked shut behind Peter. The last traces of daylight had faded by now, so the only illumination in here came from the living room’s reading lamps. All these shadows no doubt elevated Peter’s facial expression from scowling to bloodthirsty.

“Peter! Welcome back,” said a voice from the opposite doorway. Aunt May was standing by her bedroom door in her nightgown, and no amount of shadows could make her face look anything but heartwarming. “Always good to see you here before curfew. How’s your day been?”

Peter stood in place a moment. “Good. It was- It was, y’know, it was fine.” He probably should’ve told her about how he’d run around all day being happy and productive and well-adjusted, but his brain was in no condition to be making crap up.

“Well, now that you’re back, I need to be off to bed.” Aunt May gave one last smile before drifting away into her room.

The moment she was gone, Peter collapsed onto the sofa. His eyes squeezed shut.

“Truth is, Aunt May, today’s been kinda stressful.” Peter’s mouth formed the words, but his throat stayed still. “I saved a little girl from getting squished in traffic, and as a reward, her mom chewed me out, and then I broke my web-shooters for the first time since I built them, so who knows how long it’s gonna take to fix ’em? Oh, and then a crook got away and the cop was real snippy with me. See, because when *I* save people’s lives, it’s wrong because I can’t afford a fancy tower headquarters, not like the illustrious *Johnny Storm*, see, because *he* can cash in on his heroism because *he* doesn’t have to wear a mask because- because I guess he doesn’t have an aunt with a weak heart or a best friend who’d go all Inigo Montoya if he learned the truth, and *he* can probably get whatever girl he *wants* just by telling her his name. Oh yeah, have I ever mentioned that before, Aunt May? Have I ever mentioned that I spend my free time dressing in a campy costume to fight crime? No? Well, gosh, I hope that doesn’t stress you out or anything.”

Peter forced himself to exhale as he sank into the cushions. What’d *happened* to him? Last

summer, swinging and punching and wise-cracking had been the most fun thing ever. The loneliness part had really crept up on him, hadn't it? It was so surreal… Sometimes, Peter would swear the illusion was true, that Peter Parker and Spider-Man really were two different people.

He couldn't blame himself for feeling that way. Peter had literally never spoken to a soul about his masked exploits ever since the spider bite. Okay, besides Eddie Brock. Yeah, he'd make a *great* therapist for Peter.

Peter shook his head, causing the grizzled face of Captain Stacy to flash through it. Well, Peter didn't know for a fact if Gwen's dad knew his secret, but... come on. Come *onnnn*. But what was Peter supposed to do, go up to him after criminology and say, "Excuse me, Captain Stacy, I'm constantly battling supervillains and it's traumatized me. Can I cry on your shoulder?" Yeah, no. Really, there was no one Peter could turn to.

A pigeon darted past the window.

...No one at all.

Peter buried his head in his hands. And on top of everything else, now he wasn't just broke, he was *double* broke because his stupid shooters had busted and he'd wasted all his web-fluid.That shouldn't have been such a surprise. Those poor web-shooters had been working overtime since summer. They were bound to give way eventually, and really, better it happen against a random mook than a supervillain, right? And at least, with so little crime to fight lately, the web-explosion had made for some pictures Jameson would eat up. Peter could see the headlines already: "SPIDEY WEBS HIS PANTS."

Peter wondered if it'd be worth it to let the symbiote possess his brain just so he'd have unlimited webs.

"...believe it or not, the singer's baby was found driving the car for a *fourth* time. And now we bring you to an exclusive interview with the head of the Daily Bugle, Mr. J. Jonah Jameson."

Peter's attention was turned to the TV, which had been left on with the volume low. The face of the greatest human being in the whole world was plastered across the screen.

"So tell me, Mr. Jameson," said the news anchor, "why the vendetta against Spider-Man in particular? Why not one of New York's other superheroes?"

"The answer's simple, Trilby," said Jameson, looking quite pleased with himself. "The Wall-Crawler's the only big-name hero who wears a mask. What's he got to hide, huh? The people don't need to worship some vigilante who doesn't answer to anyone but himself. What New York needs is a higher caliber of hero. Someone selfless and brave. Someone like – picking at total random here – Colonel Jupiter. Now *there* was a superhero!" He glared into the camera, as if he was staring at Peter himself, and added, "At least until Spider-Man ruined him."

"*That's it.*" Peter grabbed the remote and smashed the power button. "You're welcome for saving your son from alien spores, you-" He proceeded to use a word the Comics Code wouldn't have approved.

Peter buried his head in the couch cushions. This royally sucked. He had no (ANGST WARNING) money, no girlfriend, no- no *uncle*. His best friends were both insane and hated either Peter or Spider-Man or both. The public hated Spider-Man when he had done *literally nothing but save lives* his entire career. The Parker household was *still* paying the bills from Aunt May's heart attack. The Connors moved away, meaning Peter's internship at ESU was now being handled by that skeevy Warren guy. And thanks to Venom, Spider-Man's secret identity was all

over the internet. In auto-tuned dance remix videos!

Peter groaned and rolled over on the couch cushions. Yay. Being Spider-Man was so much fun.

“Tell me there's something better...”

Had Peter kept the TV on, he would have caught the part where the news anchor said, “And here in the studio for our second exclusive interview, we have the little girl who, as seen in this dramatic phone footage, was almost abducted by Spider-Man until her mother scared the Wall-Crawler off.”

The camera zoomed in on the girl's unfathomably innocent face.

“See? What I tell you?” came Jameson's voice from offscreen. “How much more proof do you need he's a menace?”

“How did it feel?” asked the anchor. “Were you scared?”

“No,” the little girl said simply. “Spider-Man didn't try to a-duck me. I didn't look both ways before crossing the street, and I was gonna get hit by a car, and then Spider-Man saved me.”

“Hubba-*wha*?” came Jameson’s voice again.

The little girl smiled into the camera, revealing a few missing teeth. “Thank you, Mr. Spider-Man.”

No matter how the man’s lungs screamed, he didn’t dare slow his pace. He’d just been- and Spider-Man was- and there’d been webbing everywhere. It’d exploded! He didn’t know Spider-Man’s webs could do that!

Mind racing, the thug dived into the only available hiding spot – an open manhole. It was rancid in here, but surprisingly spacious.

“Aw, dude, come on!” came his pursuer’s voice from the surface. “I just washed these tights! You really gonna make me chase you down there? Okay, y’know what, I’m done. I’m tattling on you to the cops.” His voice grew fainter and fainter. “*Pretty sure covering themselves in sewage is demanded by their Oath of Honor...*”

But even with Spider-Man gone, still the man did not relax. He continued his trek through the sewers in silence, doing his best not to think about all those stories of alligators living down here… or the pictures of the giant lizard monster he’d seen in the paper that one time.

The man rounded the corner- “*Gah!*” -and was met with something big and green staring at him. The man fell on his butt, getting his only good jeans soaked.

After a horrifying second, though, he realized this wasn’t the face of a lizard. It was… a mask. One of several green masks spread out on some kinda work bench, along with purple hoods. And beside them were metallic racks containing rows opn rows of round, orange thingies, like miniature basket balls. And on the ground beside them were these, like, giant robot bats.

Wait. The man had seen pictures of these in the paper, too.

“See, boss, it’s all right where I said it was!” The man ushered a second man into the hideout, one

wearing a heavy (but highly fashionable) overcoat. “This must be, like, the Green Goblin’s secret lair or somethin’.”

“Yes,” said the second man. “There’s no question of that. You’ve done well.”

“Aw, gee, thanks, boss.”

The second man inspected one of the metal racks. “Hmm. This little find will have to remain between the two of us.”

“You don’t gotta worry ’bout that, boss. I won’t tell nobody.

“Yes,” said the second man. “I know you won’t.”

The last thing the first man saw was something round and orange flying at his face. The last thing he heard was an explosion that sounded like laughter.

Foreshadowing

Chapter Notes

See the end of the chapter for notes

"*Peter Parker is, Peter Parker is SPIDER-MAN! Peter Parker is, Peter Parker is SPIDER-MAN!*"

The footage was looped backwards and forwards to make it look like Venom was dancing.

Da na-na-na-na, da na-na-na-na- na .

Peter stared at the computer screen for a solid minute. He wondered if it was possible to hang himself with his own webs.

"What's that, Parker?"

"Nothing! Nothing!" Peter closed out the tab before Mr. Robertson could get near. "I was just, uh..."

Mr. Robertson barely concealed a smirk. "Don't tell me you're using the Bugle's computers to look at things you shouldn't be?"

Peter fought the urge to make a quip about Venom's sexy dance moves.

"Say, though, are you good with computers?" asked Mr. Robertson, taking a sip of his coffee. "I know things have been slow around here lately. If selling pictures isn't enough to cut it, we've been looking for a new web designer."

"Thanks, I'll think about it," Peter said, rising from computer chair. "So is the Jolly One here yet?"

"He just went into his office."

"Thanks." Peter braced himself, then marched across the dead silent news room to open the office door.

Instantly, his ears were inundated with: "*-and if you don't bring me my blood pressure medicine in four-point-eight seconds, you're FIRED!*"

"E-Excuse me, Mr. Jameson?" Peter nearly tripped over a fleeing Benny-the-copy-boy on his way inside.

Jameson spun in his desk, his mustache quivering with barely-restrained rage. Peter handed him a feeble stack of photos.

Jameson stared at them like they were diseased. "What's this s'posed to be?" He worked his way through the pile in seconds, tossing photos every which way. "Crap, crap, *giant* crap, crap, crap-Hey." Finally, he reached the very last photo in the stack (Its placement had been deliberate, for the record). "This one." He held the picture out to Peter, a slimy grin on his face.

Reluctantly, Peter looked at it – the one photo in the batch that was of a web-filled sidewalk, complete with Dewolff making an angry face at Spider-Man.

"Looks like the Web-Head had a little accident." Jameson cackled to himself. "The headline

writes itself: *Spidey Webs His Pants!* Guess the freak can't control his powers as well as he thinks he can."

"Maybe his web-shooters just malfunctioned," muttered Peter.

"What are you talking about, Parker?" Jameson snorted. "Spider-Man's webs are organic. Everyone knows that. Now get out of my office! I'm a busy man!"

"Yes, sir." Peter reached for the doorknob, but then he stopped himself. "Wait a minute, I'm not just handing over that picture for free!"

"Geez, kid, it's just one picture," said Jameson, leaning back in his chair. "How much do you want from me?"

"Well..." Peter's eyes met his shoes. "Aunt May and I have been stretched thin lately. A little extra wouldn't hurt."

He already knew the answer before it flew out of Jameson's mouth alongside all the spittle. "Do I look like I'm made of money, Parker? You want extra? Then how about you take some pictures of that Oscorp ceremony thingy that's going on today?"

"Harry's party?" said Peter. "I was already planning on going."

"You come back from it with pictures of the supervillain that attacks it, and *then* we'll see about getting you 'a little extra.'"

"Sure thing, JJ-" Peter did a double-take. "Wait, how do you know a supervillain will attack it?"

"Oh please, I know the drill by now," said Jameson. "It's a fancy party for a shady company. Some bad guy in a stupid costume will attack it for whatever reason, and then Spider-Man will show up, probably collaborating with him, and *you* need to be there to take pictures of it."

"Come on, we don't get supervillains *that* often."

"Hand over your money or face the wrath of THE GRIZZLY!"

Pedestrians were sent fleeing through the streets as a gigantic man tugged on a lady's purse. He was actually in incredibly good shape, and his eyes were a striking emerald color, but these qualities were somewhat overshadowed by the fact that he was dressed from head to toe in a brown bear costume, with his head inside the bear's mouth like it was eating him.

"Lemme guess-" *Thwip*. "-the grizzly bear's your spirit animal?"

A strand of gray goop hit the Grizzly in the back of the neck. He spun to snarl at the costumed do-gooder hanging on a nearby building. "Spider-Man! How dare you interfere? I will rip the marrow from your bones-"

"No, wait, I've got it." Spidey sprang off the building and over the Grizzly's head. He landed behind him and delivered a sweeping kick to the guy's legs, his mouth running the whole time. "You missed your convention, so you got mad and decided to snatch a purse?"

"YOU THINK YOU CAN DEFEAT ME?"

Spidey ducked a claw-swipe. "Hey, does a bear-? Well, I'm sure you'd know the answer to *that* one." He fired his webs... only to hear a *click* instead of a *thwip*. Oh yeah, Spidey's web-shooters

were currently being held together with duct tape, and consequently, they jammed every third time. Spider-Man remembered this fact right in time to receive a full-on Grizzly tackle.

“I *really* hope you wash this thing regularly,” said Spidey, yanking his face out of the Grizzly's fuzzy chest.

“I want nothing more than to taste your flesh!” The Grizzly wrapped his arms around Spidey and squeezed.

“How 'bout a taste of spider-punch?”

Crack. Spidey slammed his fist into the Grizzly's gut. The Grizzly roared with pain, releasing Spider-Man and tumbling backwards.

“Wait, didn't Chameleon use that line once?” said Spider-Man. “Eww, now I feel dirty. Dirtier than from wrestling with *you*, I mean.”

The Grizzly, however, didn't seem to have heard him. He was too busy rolling around on the sidewalk. “AGH! You broke my freakin' ribs!”

“Really?” Under the mask, Spider-Man blinked. “I mean, I didn't pull my punch, but don't you have super strength or something?”

“No! Oh God, I need a hospital...”

“So... So you're telling me...” Spidey's voice shook. “...you don't have any superpowers at all? You're seriously just a regular dude in a bear costume?”

Grizzly gave a feeble nod.

Spidey snickered. Then he burst into hysterics.

“It's not funny!”

“-ahahahahaha! It’s like if Thor descended from the heavens to zap a purse snatcher! Hahahaha-”

“Are you going to get me to a hospital or not?”

“Yeah, yeah, okay.” Without further ado, Spidey webbed the Grizzly up and slung him over his shoulder. “So, uh, if it doesn't give you powers, why the bear costume? You weren't *actually* on your way to a furry convention, were you?”

“I don't have to answer that.”

Okay, if *that* was the most fearsome supervillain Spider-Man had faced since Norman's death, he couldn't say he shared Jameson's optimism about the Oscorp ceremony getting attacked. Which was a good thing, really. Supervillains attacking people was bad. In fact, Peter was kind of hoping Green Goblin was the last of 'em and his web-slinging career would be smooth sailing from here on out. Heck, he'd already rounded up all the pumpkin-heads, seeing as without Gobbie to direct them, they were less of an elite army and more of a bunch of misguided teenagers.

The only problem was a lack of supervillains didn't sell many pictures. Ah, well, maybe Peter would take Robbie up on that web designer job after all. Frig, he was gonna have to learn HTML, wasn’t he?

“Pete! Glad you could make it.”

Peter was shaken from his thoughts by the door swinging open. Out stepped Harry, who ushered Peter into his bedroom. The two of them had their hair brushed all tidy and were decked out in their nicest suits. One's suit was a bit nicer than the other's, though. No points for guessing whose.

Peter took a look around the bedroom. This place had been Harry's, Gwen's, and his old haunt for years. It had everything – shelves lined with books and comics, a gigantic bed, and an even bigger TV surrounded by every video game console known to man. A separate shelf held Harry's extensive video game library, every last one of which had been played to 100% by Harry and Peter. Harry's favorites were the *Ratchet & Clank* games, though Peter had always been more of a *Spyro* guy himself.

“I saw your balcony,” said Peter. “It looks really, uh...”

“Not exploded?” offered Harry.

“Yeah. That.”

“Mom wanted everything fixed up as soon as possible,” said Harry. “So there wouldn't be too many, y'know...” His eyes darted away. “...reminders.”

There was silence.

“How many people know about your dad?” asked Peter.

“You, me, Mom, Gwen, the Chameleon, and... Spider-Man.” Harry bowed his head. “Everyone else thinks the Goblin blew him up in a suicide bombing.”

“Well, thanks for telling me the truth.” Peter brought an arm to his shoulder. “It means a lot that you trust me, bro.”

Harry managed a smile. “Of course I told you. You're my best friend.” But it vanished as quickly as it’d come. “I just wish Spider-Man didn't know. Criminals like him and Chameleon... who knows who they'll tell? They could ruin my dad's name.”

“Yeah, Chameleon might...” Peter took a breath. “But, Harry, listen, Spider-Man's one of the good guys. He's saved Liz, he's saved Gwen, he even saved your dad from the Vulture. Even at its worst, the Bugle's never accused the guy of murder. I'm sure Spider-Man didn't *want* your dad dead.”

“Yeah, I guess...” Suddenly, Harry grabbed Peter's shoulders. “Pete, you know Spider-Man, right? You take his pictures. Can you ask him to meet me? I just want to talk.”

Of course, Peter's first impulse was to say no way José, but he couldn't help but sense the urgency in Harry's voice. “I'll see what I can do.”

The smile returned. “Thanks, bro.”

Peter glanced back to the doorway, where he could hear the faint hum of conversation from outside. “Almost time for the ceremony to start. How you feeling?”

“Good,” Harry said immediately. “Bad. I don't know.” He sighed. “I mean, don't get me wrong, I can't believe my dad had this much faith in me after all, but… it's gonna be beyond stressful, y'know? Heck, I haven’t even graduated yet. I might have to switch to tutors again.” He took one last look over Peter. “We probably won't see much of each other after today, so I wanted to say...

thank, Pete. For everything."

"Harry?" Harry's mom stuck her head through the doorway. "Honey, it's time for the ceremony."

"Coming, Mom."

After that, Peter left Harry's room and slipped into the humongous crowd filling up the penthouse. The top floor looked like it'd never seen a pumpkin bomb eruption, and it was packed to the brim with nothing but old dudes in suits… with one important exception.

Peter caught sight of a certain blonde. He'd recognize that dress anywhere – It was the same one Gwen had worn last Valentine's Day (courtesy of one Mary Jane Watson). Peter waved at her, but Gwen just frowned. He'd have loved to have a few words, but the ceremony chose that moment to start.

At the head of the crowd, a ginger man adjusted his glasses, then cleared his throat into the mic. Peter recognized him as Donald Menken, A.K.A. Mr. Green-Goblin-Red-Herring.

"It is my deep honor," he began, deadpan as always, "to usher in a new era for Oscorp. An era heralded by a bright, young mind brimming with potential. The mind of none other than Oscorp's new CEO, Mr. Harry Osborn."

Harry stepped up to the stage amid applause.

Aaaaand that was the last interesting thing to happen for the entire rest of the ceremony. Sheesh, Peter wished Jameson had been right. A supervillain attack would've at least livened things up. After approximately an eternity and a half, the long-winded speeches finally died down and the partygoers were allowed to mingle.

Peter, of course, jumped at the chance to dive headfirst into awkwardness. "Gwen!"

She turned and gave a strained smile. Her cheeks were already reddening. "Hi, Peter."

"Hi." Peter creased his hair, smearing gel all over his fingers. "So… how's Harry?"

"Good. He's been good."

"Good," said Peter.

"Yeah, good."

There was silence.

"Did you get my texts?" asked Peter (Said texts included, "When R U breaking up w/ Harry?", "R we still an item? :(", and "On a scale of 1 to 10, how devastated would Harry be if you broke up with him right now?").

"I... did get them, actually," Gwen said. "But Peter, the thing is, I-"

"*Why are you talking to Peter?*" Harry chose that exact nanosecond to teleport between them.

"Wh- Why wouldn't I talk to Peter?" Gwen shrank under his gaze.

"Well, why don't we *both* talk to him?" Harry took her hand in his.

Whoa. What the heck? Peter had seen Gwen stand up to Flash Thompson, but now *Harry* was pushing her around? That set off all kinds of red flags.

“Harry, Harry!” But before Peter could dwell on it, Harry's mom ran up to the group. “Stand up straight and smile, honey. I want you to meet someone.”

“Really?” Harry corrected his posture, though his hand remained firmly stuck to Gwen's. “Who?”

“An incredibly wealthy philanthropist,” said Harry's mom, blinding them with her teeth. “Gives more to charity than everyone else in his income bracket combined. He's won the Nobel Peace Prize *twice.* And-” She whispered this next part: “*-I think he wants to invest in Oscorp, so be nice*.” She held out her arms towards the man walking towards them. “It wouldn't be an exaggeration to say this is the greatest, most selfless human being in New York. I want you to meet... Wilson Fisk.”

Peter had to stop his jaw from dropping. The man who approached them was... How could Peter put this? He was a bald guy in a white suit. Only, it'd be more accurate to say he was *ten* bald guys in a white suit. Peter's first impulse was to run to the buffet table and grab food while there was still some left. Before this moment, he hadn't known human beings came in XL. Or more like XXXXXXXXXXL. What on earth had happened to this man? Had he been bit by a genetically-altered whale?

…Okay, time to reign in the wisecracks. Something told Peter the Peace Prize-winning philanthropist didn’t deserve them.

“It's a pleasure to meet you, young man.” Fisk extended a beefy hand for Harry – complete with fingers the size of fire hydrants. “I see much potential in you, Mr. Osborn.”

“Oh no, the pleasure's all mine, sir.” Harry accepted the shake, a move Peter didn’t envy. Poor guy’s fingers were gonan get crushed into powder. “I hear you do great things.”

“I think of myself as more of a middleman,” said Fisk. “I merely give resources to others so *they* can do great things. It's companies such as Oscorp that truly advance the world.”

“Companies with your resources?”

Fisk smiled. “Perhaps.”

“Mr. Fisk?” Out of nowhere, a calm, deep, distressingly familiar voice hit Peter's ears. With a growing sense of dread, Peter turned to see yet another man in a suit approaching them. This one, while not as big as Wilson Fisk (not even *remotely*), wasn't exactly tiny, and with that balls-on-the-floor voice of his, he was the absolute blackest white guy Peter had ever met who was actually a black guy.

“L. Thompson Lincoln.” Tombstone extended an albino hand to shake. “It's an honor to finally make your acquaintance.”

Ugh, if Fisk accepted that handshake, Peter was gonna hurl. Tombstone filed his teeth down to points! How did the whole world not instantly know he was evil?

Fisk's hands remained firmly at his sides. “I have nothing to say to you.” He turned away.

Okay, score some respect points for the fat guy.

“Well, I'm sorry you feel that way.” Tombstone retracted his hand like an embarrassed cat. “I can't imagine why you would.”

“Gee-” The words flew out Peter's mouth before he could stop them. “-maybe it's got something

to do with that criminal empire you run in your free time?"

Gwen audibly gasped. The eyes of Tombstone, Fisk, Harry, and Harry's mom all snapped towards him.

"You seem familiar." Tombstone's eyes narrowed. "I know who you are."

Peter went even paler than him.

"That Daily Bugle photographer," said Tombstone. "The one who takes pictures of Spider-Man. I suppose it makes sense that you'd think the worst of me, given your place of work." He turned back to Fisk. "But I assure you, what the Daily Bugle printed about me was nothing short of slander. My involvement in the Valentine's Day brawl was an unfortunate accident, which Frederick Foswell capitalized on. The man is desperate to regain the glory of his Silvermane expose. And as any of the many, many criminals recently put away by Spider-Man will attest to, the 'Big Man' of crime was the late Green Goblin."

"Those words might be better spent on that federal agent tailing you." Fisk pointed to a man at the edge of the crowd, who immediately made an effort to look like he hadn't been eavesdropping.

Tombstone snorted, straightened his suit, and walked away.

Behind his back, Peter mouthed, "*Oh SNAP.*" He turned to Gwen, grinning like a maniac. "Looks like Wilson Fisk eats a lot of things, but Tombstone's BS isn't one of them."

Gwen was gaping at him. "Wh-What? Why do you care so much about that Lincoln guy?"

"Oh, uh..." Peter's eyes wandered towards the ceiling. "Guess with all the effort the Bugle's put into flushing his name down the toilet, it's kinda hard not to."

Just as Fisk was beginning to walk away, Peter scurried over to his side. "Excuse me, Mr. Fisk, sir?" Fisk took an idle glance at him. "I just wanted to say, sir, it's nice to have a rich guy around here who *isn't* corrupt. Tombstone could learn a thing or two from you."

Fisk smiled at him. "I wholeheartedly agree with that sentiment." And with that, he walked off.

Well, Peter didn't have time to kiss Fisk's butt (The universe would have its heat death before he'd finished). He walked back towards Harry and Gwen… but before he could get near, his spider-sense blared like mad. "What the-?"

There was the sound of shattered glass, followed by screams from the partygoers. Something round and orange landed at Harry's feet.

"*Get down-*" Peter's feet moved before his brain even realized it.

The bomb made a distressingly familiar shrieking sound as it exploded.

When the pea-green smoke cleared, Harry, Peter, and Gwen were lying several feet from the blast radius. And Peter, incidentally, was face-down on top of the face-up Gwen, who he'd tackled to the floor. Peter wasn't sure if Gwen looked more terrified because of the bomb or… y'know.

"*Get away-*" Harry yanked Peter off by the arm.

"Hey, I saved her!" snapped Peter. "This is no time to get jealous-"

"Not from Gwen – from *that.*" Harry pointed to the wall-sized window leading out to the balcony

– the recently repaired one that was now nothing but shards of glass.

But the more pressing issue was the thing above the shards – namely, the gargoyle-themed glider hovering in the air. And most pressing of all was… its rider. He had the same grin. The same crazed look in the eyes of his skintight mask. Even the same outfit – The only difference was that the purple and green color scheme had been swapped for orange and blue, and the hat had been traded for a hood, complete with a cape that billowed in the glider's updraft. The man's skin was pale yellow, his eyes blood red.

"Holy moly," Peter breathed. "Jameson was right on the money. I can't believe I just said that."

The next second, the flood of bodies was racing for the fire escapes.

"Gwen, c'mon!" Peter helped her to her feet, and then the party of him, Gwen, Harry, and his mom ran for the nearest exit.

"Leaving already, Osborn?" Unfortunately, the exit was soon blocked by a crazy person dressed as a goblin. "But I haven't even given you your commemoration present!" He lobbed another pumpkin bomb.

"Harry-!" cried a feminine voice.

Everyone dived out of the way yet again, but the blast left them scattered.

"Mom, wait!" Harry's mom had started towards him, but she froze at Harry's words. "You guys take the other exits. I-I think he's after *me*."

"Interesting theory you've got there." The Goblin retrieved another bomb as he circled the room. "How'd you like some more evidence?"

"Harry-!" Gwen started towards him, but Peter grabbed her arm.

"No time to argue! Down the stairs!" Peter didn't stop until he and Gwen were outside on the fire escape. "Geez louise, how many goblins *are* there?"

"Is- Is that Harry's dad?" Gwen asked breathlessly.

"He survived a point-blank explosion and then decided to murder his own son?" said Peter. "Uh-uh. It's a copycat." With that, he dashed back up the fire escape.

"*What are you doing?*" But his progress was halted by a hand on his arm.

"My- My boss asked me to take pictures if anything like this happened." Technically, that wasn't a lie.

Gwen said nothing. Did nothing.

Peter ended up having to wrench himself free of her grasp. "Call the cops."

"Okay," Gwen said softly. "Okay. Just… don't be a hero."

Emily Osborn wasn't about to win any mother of the year awards. Before her husband died, she'd hardly given Harry the time of day. But to her credit, when a bomb-throwing maniac came out of nowhere to kill him, she stayed with her son, arms around him, the two of them huddling together in the emptied penthouse.

“I've gotta thank you two for staying in one convenient place like this,” said the goblin, bouncing the next pumpkin in his palm. “You wouldn’t *believe* the price of bombs in this economy. Who knew crippling fear could be so cost-efficient?” He hurled the bomb.

Thwip. But then it changed flight paths, instead detonating over the balcony. “Oh man, Gobbie, don't look now, but you're wearing *orange.*”

The goblin spun his glider in midair to find a certain arachnid stuck to the wall above a fire escape.

“Don't worry, it's cool, man, I get it – I went out in a *pink* costume once.” In one swift motion, Spidey bounded over the goblin's head, landing between him and the Osborns. “Friendly advice, try the detergents without bleach-”

“Ah, Spider-Man, I was hoping you’d turn up.” The goblin reached into his cloak… “Now I can polish off the Osborn lineage, Big Man, aspiring Big Man, and *you* all in one fell swoop!” …and retrieved two more bombs to hurl.

“Oh, you wanna kill Tombstone and usurp his empire?” Spidey ducked, then dived out of the way of the resulting shrapnel. “Yawn. Seen it. So you’re, what, the Green Goblin reboot no one asked for?”

Next, the goblin tried firing some lasers from his fingertips… which Spider-Man also effortlessly dodged. “The name's Hobgoblin. Nice to *meet you*.” In a blink, the glider shot towards Spidey like a battering ram. Even with his spider-sense, he took a direct hit to the gut.

“Sweet,” said Spider-Man, winded. “How much XP do I get for beating you?”

The next thing he knew, Spidey was outside the penthouse and miles above the cold, hard street.

“I'll have to make this quick.” Hobgoblin wiggled his glider, shaking the limp Web-Head off. “Wouldn't want my prey to escape, now would I?” With that, he flew back to the balcony, leaving Spidey to fall to his death.

Ha, dummy! Looked like he’d forgot about Spider-Man's web-shooters. *Thwip.* Spidey swung towards the Osborn penthouse, releasing his web at the peak of its arc and firing another one.

Click. Oh, right. Duct tape. “Ahhhhhhhhhhhhh-!”

Harry's mom was already halfway down the stairs, but Harry had only just put his foot in the fire escape when the Hobgoblin made his triumphant return to the penthouse.

“You're not getting off *that* easy, Osbrat.” Hobgoblin prepared to fire a finger-laser...

“Ta da!” But he wasn't expecting to be bear-hugged from behind. “Guess whose web-shooters decided to work in the nick of time?”

“I thought they were organic?” muttered Hobgoblin.

“Okay, just for that, you're getting a smack in the face.”

“Well, aren't you a persistent one?” Hobgoblin struggled to escape his grasp.

“Yeah, that's what makes me so lovable.” Spider-Man freed an arm so he could sock Hobgoblin right in the head. Hobbie went tumbling off his glider, and then Spidey sprang off, too. With no one left to work its pedals, the glider sailed out the window and off into the sunset, Western-style.

“You have *officially* gotten on my nerves.” Hobbie spun around on the floor, firing more finger-lasers, but Spidey flipped over each and every one.

In one smooth motion, Spidey turned the dodge into an attack, smacking Hobgoblin’s noggin once again – this time with his feet. There was an audible *crack*, and then the Hobgoblin crumbled to the floor, limp.

Spider-Man landed across from him, blinking. “I did it? Already? Huh.” Spidey brought his hands to his hips. So at the end of the day, the Hobgoblin was just a powerless poser in a stupid costume? Weird, that was the second one Spider-Man had fought today.

“I can't wait to see what creative new bad guys I face down next.” Spidey skipped towards the unconscious goblin. “The Buzzard, Zappo, the Iguana, the Surpriser, Dirtman, and let's not forget THE HIPPO.”

Spider-Man reached for the Hobgoblin's mask... and that's when his spider-sense tingled. “What the-?”

Blam. Spidey dodged a bullet by millimeters. Like, a literal bullet.

“Where-?” He turned towards the fire escape – where a pistol was being held in trembling hands. “Harry?”

“*You killed my dad.*” Harry fired off another couple shots, but none came close to hitting their mark.

“Harry, I-”

“Surprise!” The next split-second, the Hobgoblin sprang up to lob another bomb at Harry’s head.

“*No-!*” *Thwip*. The shooter didn't jam this time, thank god, meaning the pumpkin bomb was yanked away and detonated a safe distance from Harry's face. That screaming sound the bomb made as it blew up actually articulated Spider-Man's thoughts pretty well right about now.

“Go back to sleep, you!” Spidey gave the Hobgoblin another blow to the head, which seemed to knock him out completely. Then Spider-Man turned to Harry.

Harry dropped the gun to the ground. It fired into a wall.

It didn’t trigger his spider-sense, but that didn’t keep Spidey from flinching. “*Have you lost it?*”

Harry did, in fact, appear to have lost it. He was breathing heavily, eyes bulging.

“Ugh, whatever, I don't have time for this.” Spidey webbed Harry to the wall, then knelt to tug off the Hobgoblin's mask. “And the monster is... Old Man Withers!”

Actually, the Hobgoblin seemed to be a pretty young guy with red hair.

“Donald Menken?” Harry said from his spot on the wall.

“Oh yeah, that guy.” Spidey leaned in to examine the goblin closer. “Almost didn't recognize him without his glasses.”

“Makes sense,” said Harry, panting. “He was the only other person who knew about the Globulin Green. Not a stretch to think he found some spare equipment somehow.”

“Ohhhh, so he was *a* goblin, just not the *Green* Goblin. Of course. Now I feel silly.”

Hmm. Maybe no one else could tell, but Spider-Man had been holding back when he’d knocked out the Hobgoblin. Would the guy really have gone down so easy if he was on the Green? Something didn’t add up here… but Spidey would have to redo his math some other time.

He gave Menken a little web-fluid bath in case he woke up again. “Any clue why he'd want to kill you?”

“Probably jealous my dad left Oscorp to me and not him,” said Harry.

“You're welcome for saving your life, by the way.” Spider-Man turned for the balcony. “Funny way you've got of saying thank you.”

“I thought you'd knocked the guy out. I-I was shooting to wound. You're *both* criminals.”

“Yeah, well, next time a supervillain attacks you, you'd better hope the Avengers are in town.” Spider-Man hopped off the balcony and swung off without another word.

I just want to talk, he says. Since when had Peter's best friend become a total creep? How was it that Harry had seemed *more* sane when Peter had thought he was Green Goblin? How much longer was Gwen gonna let Harry step all over her? And what was with Harry's irrational hatred of Spider-Man? Was irrational hatred of Spider-Man in vogue this season? Because that would explain a whole friggin’ lot.

Thwip. Thwip. Click. It was as Spider-Man plummeted towards the pavement that he realized he hadn't taken a single picture all day.

Chapter End Notes

Next Issue: Villains! Plotting! Air hockey! Next ish will have it all!

Parallelism

“I told you, I don't know where I got the costume! I blacked out after my speech. And why would I want to murder the CEO of Oscorp, anyways? What would I gain from that?”

“Uh huh. Right.” Sergeant Carter gave Menken a shove as he led him away.

By now, the Osborn penthouse had traded its partygoers for police officers. The only other people remaining were Harry, Gwen, and his mom. Gwen squeezed Harry's hand. He could hardly keep himself from scowling at Menken's back.

Harry was torn. On one hand, Menken was no doubt a victim of the Green, no different from Harry and his dad. On the other hand, this had been *Harry’s* night. And now thanks to Menken, that night had ended with Harry being peeled off the wall by the police. His suit still had bits of webbing stuck to it

“Harry, Gwen!” The door swung open and Peter emerged from the stairwell, sporting a suit covered in wrinkles and skin covered in bruises.

“Peter, where have you-? *You're hurt.*” Gwen all but shoved Harry aside in her rush to the doorway.

“I'm okay,” said Peter, rubbing the brown blotch on his forehead. “One of those pumpkin bombs blasted me out a window, that’s all. I would've been a goner if it wasn't for Spidey. I spent the last twenty minutes dangling off a web.”

“*Don't ever do something that stupid again.*” Gwen’s vice grip couldn’t be doing those bruises any favors.

Hary could swear Peter looked smug. “I promise, Gwen.” He turned to Harry. “Hey, bro, I told Spider-Man you wanted to talk to him, but he won't do it. He, err, says you tried to shoot him.”

“What?” Gwen gawked at Harry. “Is that why he webbed you to the wall?”

Harry’s fists clenched. “Don't you read the Bugle? Spider-Man's a criminal.”

“Yeah, a criminal who saved my life a gazillion times-”

“And who rings Pete's cell every time he wants his pic in the paper. Gee, what a selfless hero.” Harry scoffed. “And, like, he really thinks he can get away with crimes just by switching to a black costume?”

Gwen's eyes narrowed. “That black monster is *not* Spider-Man. I got a great look at the two of them together when I was dangling from a balloon.”

“I was almost blown up by a lunatic today!” spat Harry. “Do you really have to argue with me?”

That seemed to knock the wind from Gwen's sails. “O-Of course not, Harry. I'm sorry.”

As if sensing her distress, Captain Stacy approached them, putting his hands on Gwen's shoulders from behind. “I think we can all agree Spider-Man saved lives today. Now, I'd say it's time Peter and Gwen got home. They’ve been through enough for one night.”

After that, everything seemed to pass by quickly. The police asked a lot of questions, confiscated the Hobgoblin's equipment, and then ran off to look for his glider's crash site. Then, despite Harry's protests, his mom convinced him to go to his room to rest while she handled the reporters.

If there was one silver lining from the loss of Harry's father, it was that his mother was closer to him than she'd ever been. A couple months ago, she hadn't batted an eyelash when Harry joined the football team, and now she was fussing over him every time he flinched.

Harry shut the bedroom door behind him, then took a deep breath. So a maniac dressed like a goblin had tried to kill him. No big deal. Harry was the CEO of Oscorp now. This was the world he lived in. His father had been attacked by a maniac dressed like a vulture, and had he folded under pressure? *Cowboy up.*

“Well, you certainly kept me waiting.”

“*What the-?*” Harry spun around. There was a man in his bedroom. “How did you get in here?” His voice had cracked. “*Security! Sec-*”

“Uh-uh-uh.” The man leaned back in his seat. He sounded British and didn't look much older than Harry. Maybe in his twenties. Though the guy was trying to look even older, judging by that ill-fitting peguin suit he had on. What really set him apart, though, was his chair. It was something metallic and expensive-looking that hovered a foot off the ground. “You might want to keep quiet, little Osborn.” As he spoke, the man fished something out of his pockets – three silver orbs the size of golf balls. “I'd hate to think what would happen if we made a scene.”

In seconds, little metal legs unfolded from each orb, allowing them to spring from the man's hands and scurried towards Harry's feet like bugs.

“*What the-?*” Before Harry could even react, the top of each orb unfolded, and out emerged miniature turrets. All three aimed at Harry's face.

“Isn’t modern technology something?” said the man. “Everything’s getting smaller these days. Phones, televisions, instant death lasers…”

Cowboy up. “What do you want?” Harry’s voice shook despite his best efforts. “Are you with the Hobgoblin?”

“Please, don’t insult me.” The man chuckled to himself. “Your father sent me.”

That did nothing to help the trembling. “My father's dead.”

“Yes, he is,” said the man, “but despite his affinity for dressing as a mythological creature and lobbing bombs at people, Norman Osborn wasn't crazy. He knew being the Big Man was a high-turnover job.” The man’s hoverchair moved in closer. “That's why, in the event of his untimely demise, Normie had a contingency plan in place.” He extended a hand. “My name is Alistair Smythe, and I'm the plan.”

Harry stared at it. “What do you want from me?”

“Well, I'd have thought that was obvious,” said Smythe. “Your father worked so hard to build up his empire. You really think he'd hand it over to some teenager and watch it crumble?”

“I can take care of Oscorp.” Harry could feel his throat tightening.

“Oh, I'm *sure* you could, except that would be a little difficult considering you don't even know what the point of Oscorp *is*.”

And now his fists were trembling. “And what would that be?”

Smythe laughed. “Where do you think all of Manhattan’s costumed crooks have been coming from? You think it's a coincidence that the last few months have seen the city's supervillainy spike a good six hundred percent?”

“I...” Harry's face fell. “I knew my dad was doing business with Hammerhead, but I never thought...”

“Norman had a good thing going,” said Smythe. “The Big Man commissioned super-mercenaries to distract Spider-Man, Oscorp built the prisons to contain said mercenaries... and then Norman decided to cut out the middleman and become the Big Man himself. The problem is, his death's screwed the whole project up.” He counted off on his fingers. “Sandman's dead, the Rhino and Molten Man are locked up in the Vault, and Spider-Man’s alive and well.”

“You want me to use Oscorp to… make supervillains?”

Smythe laughed again. “Personally, I'd have kept doing it behind your back. No, Harry, *your father* wanted you to use Oscorp to make supervillains. Said you had 'potential' or something. A trifle optimistic if you ask me. Ah, well, family has a way of blindsiding you. Lord knows I wouldn't be where I am today if my own daddy hadn't played favorites.”

“*No.*” Harry started to raise his voice, but then he took another wary glance towards the robots at his feet. “I-I mean, my dad was sick. He was out of his mind from the Globulin Green. I know what that stuff does to-”

“Wrong, junkie.” Smythe leaned back in his chair, snickering. “Norman took a gaseous form of the stuff in smaller doses than you. All the upsides, none of the downsides. You really think someone drugged out of their mind could run a criminal empire?”

“Wait.” For a moment, Harry's eyes glazed over. “There's a way to take the Green with no blackouts?” But then he caught himself. “You’re- You're saying my dad was the Goblin *on purpose?*”

“Ugh.” Smythe brought a palm to his forehead. “He warned me you'd be a baby about this. Yes, your father wasn't the most law-abiding citizen ever.”

“*Liar.*” The word escaped Harry’s mouth on its own.

“Well, you don't have to take my word for it,” said Smythe. “Here, he left you a little something.” Hepressed a button on his armrest.

Instantly, a rectangle of light projected from the hoverchair, creating a floating screen in midair alongside some accompanying audio:

“*When Captain America throws his mighty shield,*

All those who chose to oppose his shield must yield!”

“What,” said Harry. It was more a statement than a question.

Within the holographic screen was grainy black and white footage of a star-spangled man fake-punching a man dressed as Hitler in the jaw. Harry knew that star-spangled man’s name on sight. You’d be hard-pressed to find a person in the country who *didn’t* know the name Steve Rogers.

“*If he’s lead to a fight and a duel is due,*

Then the red and the white and the blue'll come through.

When Captain America throws his mighty shiiiiiiiieeeeeeeeeeld!"

No sooner had the song ended than the screen cut to a shot that made Harry's pulse quicken – his dad in a dark room, glaring into the camera, hair and suit and voice and posture no different than the day before Spider-Man had blown him up.

"When my history professor showed my class this old propaganda video," he said, "I saw something none of the other students could. I saw the future. I saw an army of Captain Americas replacing our military, all fueled by the same Super-Soldier Formula as Rogers himself. Think. It would be so much..." The video cut to footage of Hiroshima. "...*cleaner*." When it cut back, Norman had folded his fingers together. "As far as I was concerned, the loss of that formula was the greatest tragedy ever to befall America, followed closely by the loss of Rogers himself. After that, the government abandoned its efforts to create superhumans in favor of... *messier* alternatives. *So much* wasted potential."

Behind him appeared more black and white footage of a team of musclebound men in an array of skintight costumes: Captain America, the Whizzer, the Sub-Mariner, and the Human Torch – the original android one, not his human, pretty boy successor on the Fantastic Four. Every person in the country knew these men. They were, after all, the world's first superheroes. Sure, it wasn't so impressive in today's climate of weekly supervillain attacks, but at the time, the public had been enamored. Super strength, super speed, power over water, over fire… And it didn't hurt that the Human Torch had *killed Hitler*. By the present day, though, the Whizzer had failed to outrun old age, the Sub-Mariner had vanished into the sea (back to his home of Atlantis, if you were one of those weirdos who actually believed his claims), and the android Human Torch had long since broken down.

It took Harry a minute to realize Smythe had paused the video. "Of course, Normie's words here have lost a bit of thunder now that it turns out Captain America survived all this time frozen in ice thanks to his super formula and became leader of the Avengers and yadda yadda yadda, but I can't say I blame Norman for not anticipating that." Smythe shrugged, then hit play.

The moment play resumed, Norman's eyes traveled straight through the camera. Straight through Harry. "But the future isn't predicted by standing around and wishing. You have to *make* it happen. One day soon, the United States will usher in a new era, and Oscorp will be leading the charge. That's all I want." He shut his eyes. "I realize I've done things others would call questionable, but mark my words, nobody's ever accomplished anything by being 'ethical.' The people who used Steve Rogers as a guinea pig certainly weren't. If you're watching this, it means you're already aware of the truth about the Green Goblin, and that I'm no longer alive. But just because I've failed doesn't mean my future has. I don't know what age you'll be or what circumstances you'll be in when you watch this. Maybe you'll be too young to understand. But someday you, too, will reach your full potential, son. And when that happens, I want you to continue my work."

Norman smiled into the camera. Harry didn't think he'd actually seen his father do that before. "Don't let me down... Peter." The hologram winked away.

Harry stared at the empty air.

"Oops." Smythe's lips curled upwards. "Wrong contingency video. Hmm..." He skimmed through his armchair's buttons. "I'm sure yours is around here somewhere..."

"No, no." Harry's voice was hollow. "I get the idea. You want to make supervillains, right? To

kill Spider-Man?"

"That's the gist of it, yes."

Harry took a breath. "When do we start?"

Every last one of Peter's joints ached. The sidewalk had done more damage to him than Hobgoblin ever could. For not the first time, Peter gave a prayer of thanks that he healed fast. He needed to get home and fix his web-shooters. Really, it'd been stupid and dangerous to not fix them right away.

But unfortunately, there was one other item on the agenda before Peter could do that. He took a deep breath before opening the office door. He savored it – It could be his last.

"Mr. Jameson..."

Immediately, old picklepuss turned Peter's way.

"Good news and bad news, sir," said Peter, bowing his head. "Good news is, you were right, there *was* a supervillain at the Oscorp ceremony. Bad news is, I couldn't get any pictures."

"Ceremony? What ceremony? What are you doing in my office? I don't need your stupid pictures – I've already got the perfect front page right here!" Jameson held up a two-page spread.

"SPIDER-MAN HATES FURRIES," proclaimed the headline. Beneath it was a picture of a man in a bear costume rolling on the ground, clutching his ribs in agony while Spider-Man pointed and laughed.

"*What?*" Peter's jaw dropped. "But that's not what- I mean, that's probably not what happened!"

"Shows how much you know." Jameson snorted, shooting smoke through the air. "The Wall-Crawler sent this guy to the hospital. Maxwell Markham's just an average Joe who wanted to wear a bear suit. Why should superhumans be the only ones allowed to wear stupid costumes?"

"But- But-"

"Besides, it's not like Spider-Man's one to be pointing fingers. What kinda spider's bright red and blue? The guy looks like a jackass every time he goes out in public."

"*That does it.* You don't need my stupid pictures? Then *fine*, I'm done taking them." With that, Peter stormed out the office, slamming the door behind him.

"WHAT? HOW DARE YOU QUIT?" Jameson roared after him. "YOU'RE FIRED!"

In the central news room, Mr. Robertson gave Peter a look. "Everything alright, Parker?"

"Uh..." Peter's cheeks reddened. "How hard can HTML be, right?"

An abandoned police station. Not the kind of place Harry would have guessed contained a secret laboratory, but then, that was the point of it being secret, wasn't it? Harry tried his best not to cower too visibly as he ducked a loose wire overhead. It was but one vine in a jungle of twisted steel and plastic. This place looked slapped together. Harry couldn't shake the feeling that one wrong move would make it collapse.

“Little Osborn,” Smythe said as he hovered to the lab’s center, “I want you to meet your new best friend, Miles Warren.”

A man approached Harry. A tall, thin man wearing thick glasses, a white lab coat, and a pedo mustache. “Am I to presume everything’s going as planned?”

Smythe nodded. “We've waited long enough. Let's augment ourselves some humans. Of course, if it was up to me, we’d be building robots, but *c’est la vie*.”

“So...” Harry shuffled his feet. “Who are we experimenting on, exactly?”

“That'd be me.” Another man stepped out from the lab’s shadows – a burly, bald guy in a trench coat. “Top of your dad's short list of volunteers.”

“Volunteers?” repeated Harry. “You mean you *want* to turn yourself into a freak?”

The man grinned at him, then fumbled through his coat pockets for a cigarette and lighter. “Freaks are the future, kid. With more and more showin’ up every day, pretty soon I'll have some stiff competition for the... *line of work* I do. Gotta stay ahead of the curve.”

“Yes, well, without further ado...” Warren held up a briefcase. “I couldn't help but notice the Rhino-suit specs were burning a hole in Oscorp's pocket. The late Mr. Osborn had been auctioning off fake copies so he could make easy money and identify his competitors, but I figured we could put the Rhino-suit to a more... dramatic use.” He opened up the briefcase so he could leaf through the notes within. “And, as always, I couldn't help but make a few improvements. Octavius was wise to base his design off the animal kingdom, but he made one major flaw – His Rhino-suit was much too bulky. Spider-Man is incredibly agile and thus requires an opponent who can match his speed. I've made the suit considerably lighter and faster, and I've even taken the liberty of adding a prehensile weapon.”

“Well, then, what are we waiting for?” said Smythe. “Let's get Mr. Gargan into costume.”

Soul-crushingly, mind-numbingly hard. That was how hard it could be. Peter counted himself lucky he’d hadn’t hurled the Parker household’s paperweight of a computer across his bedroom. Put a book in front of Peter, and he was a super genius, but switch it to a screen and his mind regressed to prehistoric Stone Age Flash Thompson level.

Peter had been studying so late, he hadn’t even had the energy to go on patrol this morning, meaning he was actually walking into Midtown High like a normal person for once. It felt real weird. But what felt even weirder was that he was walking in totally alone. Man, what had *happened* to Gwen and Harry? It was like they’d dropped off the face of the earth ever since the funeral.

But then Peter crossed paths with a whole new definition of weird. Just as he was passing the courtyard fountain, he bumped into another student. “Oop, sorry-”

He didn’t need to see that cheerleader uniform to recognize her – Peter could tell it was Liz by the sudden chill in the air and the faint sound of violins. Her eyes were red, her normally-smooth hair had gone frizzy and matted, and her usual amount of makeup was totally absent. It was like she’d put up a flashing neon sign announcing her misery to the world. Heck, she was probably looking that way on purpose just to make Peter feel bad. Which was a smart move because it worked like a charm. The two of them stared at each other a moment, then Peter mumbled something he wasn’t sure was coherent and hurried past her.

Peter hung his head as he walked. Was it his imagination, or had his backpack gotten way heavier all of a sudden? Ugh… The truth was, even before his and Gwen's fateful breakup scheme, there'd been a fundamental problem with Peter's relationship with Liz. A problem that could swing on a thread and stick to walls. That was the thing about Spider-Man – If you had the audacity to want something, no matter how small, no matter how inconsequential, Spider-Man had a habit of swooping in and going, "*Lolnope, you've gotta drop what you're doing to go save a little old lady from getting hit by a car, and if you don't you're a monster!*" Sure, Liz had taken it like a trooper when Peter had missed her big play, but all that ditching her to be Spider-Man still hadn't amounted to history's greatest romance.

So even if Peter *did* hook up with Gwen, what was stopping the exact same problems from rearing their ugly heads? Well… No, it was different now. The only "supervillains" left in Manhattan were harmless nutjobs like Grizzly and lame copycats like Hobgoblin, right? So if there weren't any major baddies left to fight, then the Web-Head could hang up the tights. Well, maybe not for good, but he could at at least drastically reduce his heroing hours without feeling guilty about it. Couldn't he?

"You okay there, Tiger?" said a voice from behind. "I could feel the chill from the other side of the school."

"*Gah-!* M-MJ!" Peter wasn't sure if he was more disarmed because Mary Jane had snuck up on him or because of the way that navy blue shawl hugged her body. "I'm good. It's just, y'know, normal everyday stresses." Such as bomb-hurling maniacs in goblin costumes.

"Well, I know better than anyone that breakups are rough," said MJ. "Though you do get kinda numb to it by your fiftieth..."

"Really?" Peter found himself frowning. "I thought you were a free agent?"

At this, MJ laughed. "Oh, trust me, the 'free agent' policy came about through *years* of honing my craft. I wasn't always this fun." She shook her head, smiling. "But speaking of fun, if you've been down in the dumps lately, why not try hanging out with me?" With a smirk, she added, "I've got something of a gift for lifting guy's spirits..."

Wow, she wasn't kidding. Peter had already forgotten all about Liz. "Uh… what did you have in mind?"

Wham. Wham. Wham. The table shook with every impact.

"Almost… got it… in," Peter said through gritted teeth.

Mary Jane made a halfhearted effort to resist, but she was powerless to stop it from entering.

"Oh my god, you're *amazing* at this," she said, wiping sweat from her brow. "This is the best air hockey I've ever played in my life." With that, she retrieved the puck from the slot below and returned it to the table.

"I haven't done this since I was a kid." A big old grin had wrenched itself onto Peter's face, and there wasn't a thing he could do to stop it. "How long's this place been hiding here?" He gestured to the surrounding game room with his eyes. It had everything – Ski-Ball, race car simulators, and even an old arcade cabinet with *Real Life Celebrity Superheroes vs. Capcom 2*.

"I don't know." MJ launched the puck again with her round, plastic paddle thingy. "Mark's the one who found it. Used to take me here all the time."

Peter knocked it back. “And now… you’re taking me?”

Ding. Point two for Peter. “Hope you’re not getting any ideas, there, Tiger.”

“No, no, I get it.” Peter held up his hands. “We’re just friends. I mean, it’s not like you’d two-time Mark while he’s in, err...”

As it his imagination, or had MJ’s smile gone tighter? “Speaking of our dating lives, how *are* things between you and Gwen?” *Ding*. Point one for Mary Jane.

“Oh, is *that* why you invited me here?” This time, when the puck came his way, Peter successfully deflected it. “Y’know, I can’t help but question your claim about whether or not you’re the dating police.”

MJ laughed. “Just innocent curiosity, Tiger. I saw how jumpy you two were, like, a week and a half ago. I’ve got a sixth sense about these things.” She narrowly managed to deflect the puck herself and launched it back to Peter. “But I also know Gwen would never dump a dude right after his dad died.”

Crack. Zoom. Pwng. Mary Jane sprang back like a cat, then spun around to gape at the newly-embedded puck in the wall behind her.

“Whoops, w-will ya look at that?” Peter drew back. The blush on his cheeks was the strongest MJ had yet conjured forth. “The magnets must’ve, uh, reacted funny…” He hurriedly shook his sleeve down over his arm. Little too much muscle showing there.

“We should, err, probably get out of here.” Mary Jane gave a wince of apology. “The last thing I need’s to get charged with property damage… again.”

After that, the two crazy kids wasted no time hurrying out the arcade. Luckily, there was a decent turnout to the mall this afternoon, so soon enough they’d blended into the safety of the crowd.

Peter thought the conversation had been killed for good, but on their way up an escalator, Mary Jane suddenly said, “Sorry for bringing all that up.”

“No, no, it’s okay,” said Peter. “You’re Gwen’s best friend. I know you’re just looking out for her.”

“She’s not the only one I’m looking out for.” MJ glanced away. “I know these past few days haven’t been easy for you, Tiger. I mean, there’s this cool person you love hanging out with, and things aren’t serious between you, but the two of you can’t help but, like, *make* things serious, right? And it should all be so simple, but this weird stuff gets in the way because we live in the craziest city on Earth, and then everything’s ruined, and he sets the whole building on fire around you-”

“I’m, uh, not sure that last one applies to me and Gwen.”

“Right, right, sorry.” That seemed to shake MJ back to reality. She looked back to him. Tried and failed to smile.

“Hey, MJ?”

“Yeah?”

“Want me to buy you a slushie?”

This time, she succeeded. “Only if you let me buy *you* one.” MJ laughed, then turned away.

Man. Peter was already getting a brain freeze. She was even gorgeous from behind. Truth was, he knew he’d just made a big love confession to Gwen and everything, but Peter couldn’t help but wonder, if MJ *hadn’t* been such a free spirit… how might that have factored into his decision?

It was at this point that the two of them reached the top of the escalator… and spotted the man on the second floor, right outside the jewelry store. Well, there were a lot of men on this floor, but not many were dressed from head to toe in a white, skintight onesie. Now, even that wasn’t *such* an unusual sight in Manhattan, except that this onesie happened to be covered in black splotches. Black splotches that floated off the dude’s body, creating portals through which he could suck the jewelry into his hands from behind the glass displays. The guy cackled to himself as passerby looked on in horror- No, wait, sorry, it was more like bemusement.

Peter nearly tripped on the escalator behind him. “Something tells me that’s not performance art.”

Okay, he couldn’t help but notice that this dude looked, uh, what was the word…? Lame. Lame to a degree of lameness previously thought unattainable by lameologists. Did Peter even need to bother running off to change into costume? Mall security was already running towards this guy. They could probably handle this.

“*No way.*” But the next thing he knew, a set of nails were digging into Peter’s arm. “A real supervillain! Don’t you need to, y’know…”

“Know what?” The words escaped Peter’s mouth on sheer impulse. “I don’t know anything-!”

“...take pictures?”

“Oh. Right. Pictures. Yeah, I- I got my camera right here.” Peter patted the backpack slung over his shoulder. “Now you’d, uh, better get to safety.”

“Cool. But call me when you’re done.” MJ gave his arm a punch. “I’m sure you’ll have a story to tell.” She scurried off down the escalator without another word.

Peter watched her go a moment, then turned back to the jewelry store. This supervillain still hadn’t gotten him terribly concerned, but the thing was, Peter was so used to using his photography as an excuse to change into costume that it’d feel way too weird *not* to do it. Eh, might as well.

The good thing about the nut in the black-and-white spandex suit was that he kept shoppers from noticing the orb-shaped robot scurrying across the mall’s ceiling. This bot wasn’t dissimilar from the ones that’d occupied little Osborn’s bedroom yesterday evening, with the operative difference being its mini-turret had been swapped out for a mini-camera.

And on the other side of this camera, back in the abandoned police station's secret lab, Smythe was slouched in his hoverchair, watching the video screens it projected, his face the picture of total boredom.

“Why’d you send all your robots to Midtown?” asked Harry from his side. He glanced at the surrounding hologram-screens, which showed off a couple other Midtown landmarks.

“Statistics,” said Smythe. “This is the region where Spider-Man's most frequently spotted according to all the social media posts I’ve compiled. If we're lucky, we might even catch him changing into that cute little costume of his. Ever wondered who the guy is? Personally, I think he's one of Norman's experiments gone turncoat.”

Harry made a noncommittal grunt. The only real suspect he could think of was Peter, but then, when the reporters had asked for his dad's opinion on Venom's claim, Harry's dad had shot it down, and who was Harry to say he knew better than his father? Besides, if Pete had had spider-powers, the first thing he'd have done was cash in on them. The Parkers were dirt poor.

“Oh, oh, there's the bugger!” In a blink, Smythe's boredom was replaced with sheer, childlike enthusiasm.

Onscreen, Spider-Man was perched on the wall of a shop, facing down the *other* weirdo in a skintight suit. “General rule of thumb, Spot,” Spidey was saying, “if it makes a good name for a pet, it makes a lousy name for a supervillain.”

“Laugh all you want, Web-Slinger!” yelled the villain. “Your jokes won't save you from my POWERS OF DISTORTION!”

In the blink of an eye, black globs erupted from the Spot's hands, and, even faster, Spider-Man dodged them, darting to the floor below. The globs followed him, though, and formed into a perfect, inky circle on the ground at Spider-Man's side.

“Though to be fair, I would totally name my hamster ‘Doctor Doom.’”

“PREPARE FOR DEFEAT, SPIDER-MAN!” Another black disc formed on the building next to Spot. His hand darted through it, emerged from the hole by Spider-Man's feet in an attempt to grab his ankle... which Spider-Man also effortlessly dodged.

“Well, that’s not the *worst* power you could have,” said Spider-Man. “At first I was scared you were gonna squirt milk at me or something.”

“You DARE make a mockery of me?”

“Hey, Spot, uh, random question – Is this portal-shtick your *only* superpower? Like, you don't have super strength or anything?”

“No,” said the Spot. “Why-?”

Crack. Spidey's fist came out his portal and smacked him in the face. It was enough to knock leave the Spot seeing his namesake, but not enough to send him to the hospital.

“The sad thing is, you still put up a better fight than Hobgoblin.” Spidey retracted his hand right before the portals vanished (*That* would’ve caused quite the scene otherwise). “Sheesh, aren't there any tougher villains left in this city?”

On the other side of the camera, Smythe grinned, then leaned into a microphone on his collar. “Deploy.”

Full disclosure, Peter had totally meant to head straight home after school to fix his web-shooters, but through some mysterious redheaded means, he’d ended up distracted. Ah well, his shooters at least worked well enough to web up Spot for the police and then-

Spider-sense tingling. Spidey darted onto a wall just in time to dodge something big enough to leave a crater in the tile floor where his beautiful, beautiful face had been a moment ago. What was that? Some kinda flail? Spidey turned to get a look at his attacker. Oh, no, it wasn't a flail, it was a guy in a mechanical scorpion suit. Now he felt stupid.

“Mornin', Spider-Man.” The armor was dark blue with neon green splotches trailing from the

joints, and it looked pretty lightweight. Of course, this wouldn't have been *too* threatening if not for the tail, which was very, very fast and very, very pointy. The guy's face was the only body part left uncovered, and judging from his snarl, before becoming a supervillain, this guy had been the mookiest mook that ever mooked.

"Whoa, where'd you come from?" asked Spider-Man. "Don't tell me you're in league with the master criminal here?" He pointed a thumb at the Spot.

"Nah, I've just been waiting to ambush you," said the Scorpion. Spidey was gonna assume his name was "the Scorpion" for the sake of simplicity. "Nothin' personal, there's just a bounty on yer head."

"A bounty?" Spider-Man gasped. "On *my* head? But I'm beloved by everyone! Who would do such a thing?"

"Sense o' humor. I like that." Suddenly, the Scorpion sprang into the air and landed on the wall beside him.

"Oh, wall-crawling," said Spidey. "How original."

Scorpie's tail took a couple jabs at him, but Spidey ducked and socked him in the chest, sending the guy plummeting to the pavement.

"So, mind telling me who sent you?" Spider-Man asked from his spot on the wall.

"And then monologue my entire evil plan? I'll pass." The next instant, a jet of neon green goop shot from Scorpion's tail and melted Spidey's face off. Or at least, it *would've* if not for his spider-sense.

Spider-Man dropped back to the ground, then took a wary look at the wall behind him. Everywhere the acid had hit had turned mushy and black. "Okay, no more Taco Bell for you."

Thwip. Spidey's web-shooters were at least reliable enough to web a nearby garbage disposal. Time to see how tough the Scorpion's armor was.

Crash. The trash can smashed into him at full-force. The can was decimated – The Scorpion remained unmoved.

...Pretty darn tough, apparently.

The next thing he knew, Spider-Man was pinned to the ground, just barely dodging each thrash of Scorpion's tail. "Couldn't you at least buy me dinner first?" The Scorpion was just about to try his luck hitting Spidey with his fist, but then Spidey webbed his face and punched him off. Phew, Scorpion had fallen for the oldest trick in the book. "Whoops, got it in your eyes. Sorry, buddy, I shoulda warned you I'm a premature webulater."

"Cute." Scorpion stumbled backwards, ripping the webbing off. "I'm gonna enjoy killing you."

"Yeah, well I'm gonna enjoy restraining you so you can go to jail!" Spidey bowed his head. "Okay, that didn't sound quite as threatening." But a second later, he had to tumble out of harm's way, lest that bowed head of his be reduced to a smear on the tip of a giant scorpion stinger.

"*Hold still-!*"

"Come on, Scorpie, can't you at least give me a *hint* about who made you?" Holding still wasn't Spidey's strong suit. He tried his best, but he ended up moving extremely quickly. Darn, he was

bad at this. “I hope you weren’t *born* with that tail. For your mom’s sake...”

“What’s it matter to you?”

“Well, I *would* kinda like to figure out who keeps sending all these supervillains to kill me...”

This only made Scorpion laugh. “What, you think it’s just one dude with a mustache and a cat in his lap making all the super-mercenaries in the world? Reality check, kid – Guys like me are the way of the future. Why settle for regular old mercenaries when any crook with a checkbook can give their thugs superpowers?”

“It’s true!” spoke up Spot from his, err, spot on the floor. “Like, I got my superpowers from Tricorp, and they only started making super-mercenaries to compete with Os-”

“*Shut up.*” This earned Spot a smack to the face via scorpion tail.

“Hey, let the man speak- *Agh!*” The next round of Scorpion’s acid missed Spider-Man by a mile, but it nearly hit a random fleeing citizen. Crud, they had to go somewhere less public. “Come on, Scorpie, can't we arachnids just get along?”

“Don’t you get it?” the Scorpion snapped. “This is the way the world *works* now. With how advanced science got, the super-mercenary business is booming *worldwide*. Which means you do-gooders can look forward to *infinite numbers* of do-badders ready to fight you, each more powerful than the last. My armor was specifically designed to take you down. It's faster, lighter, and more versatile. Every weakness of the Rhino's been covered!”

“Now, now, what did we say about monologing?” Spidey did a double-take. “Wait, the Rhino?” He didn't have time to ponder that because he had to dodge another acid-burst.

Suddenly, Spider-Man fired a web towards a far-off region of the mall. “Hey, let's play follow the leader.” He swung off above the escalators.

“No thanks. I prefer pin-the-tail-on-the-spider.” Apparently, the Scorpion's joints were spring-loaded. He bounded into the air and latched onto the ceiling to crawl after Spidey.

Web-shooters, don't fail me now. Luckily, Spider-Man made it to the mall’s front entrance without any hiccups. Once he arrived, Spidey sprung to the ceiling, webbed a panel off the skylight, and smashed it into the Scorpion's face. That oughtta distract him a minute.

“Everyone out!” Spider-Man descended towards the mall’s center, perched upside-down on a web-line so he could flash his Spider-Signal over the shoppers. “Crazy scorpion-person incoming!”

Most of the shoppers were smart enough to run for it. Most. A handful of them, though, made like deer in headlights. They gawked up at Scorpion, paralyzed with horror… which made them sitting ducks when Scorpion’s tail squirted acid out blindly.

“*No!*” Spider-Man dived, unthinking, before the crowd. *Okay, web-shooters, I know I told you not to fail me before, but NOW is actually the time you really don’t need to-* Oh thank god, he managed to weave a full-sized web-shield moments before the acid struck. The shield disintegrated instantly, but the small crowd of people behind it sure didn’t.

“Phew!” Spidey made a show of wiping off sweat. “Learned that one from *Celebrity Heroes vs. Capcom 2*.” He spared the crowd a glance. It almost made his heart stop.

By now, even the most paralyzed of onlookers were running for it, but there was one person

who'd stayed behind. A person whose gorgeous green eyes drilled a hole straight through Spidey's mask. Spider-Man gawked at Mary Jane. For a moment, those green eyes had seemed wide and fearful, but as soon as Spidey's big white ones met them, MJ returned to factory settings.

"Nice moves," she said in her foxiest voice yet. "What's that now, the third time you've saved my life?"

"R-Really?" said Spider-Man. "Well, who's counting? I mean, lots of people nearly get killed by an octopus dude or a flaming gold guy-"

"Oh, you remember me?" Geez, Peter had never *seen* MJ this delighted. "Guess I left an impression, huh? Or do you remember *all* the people you save?"

"Just the hot ones." Look, he was *not* hitting on her. Peter knew MJ had a boyfriend. It was just that, well, *Spider-Man* didn't know that. He was only staying in-character. "I-I mean, the hair kinda makes you stand out… No idea who you are, though. But I guess that's fair, seeing as *you've* got no idea who *I* am-"

"I know who you are," said Mary Jane.

Spider-Man swallowed in spite of himself. "You do?"

"Your friendly neighborhood Spider-Man." MJ touched a pointer finger to his chest. "The logo kinda clued me in."

"Oh, right, right. That's me." A moment passed. "You should probably run for your life now."

In fact, the Scorpion chose that exact moment to drop the floor with a ground-shaking *thud*.

"Yeah, good idea." The next moment, MJ had vanished like a hazy dream.

"You can't escape me, Wall-Crawler!" the Scorpion yelled, clawing at his bloodied face. "I'm more than fast enough to keep up with you!"

That's what I'm counting on, genius. Spider-Man raced through the shopping mall with old Scorpie in hot pursuit. He never thought he'd say this, but Peter was glad Liz had dragged him here so many times. He knew right where to find the sauna room.

The woman at the front desk seemed pleasant enough. Well, she screamed at Spider-Man's arrival, but other than that she was perfectly nice.

"Hi, I'd like to rent a steam room for a Mr. Scorpion," said Spider-Man, leaning an elbow against the desk. "Armor, acid-spitting tail, a little on the antisocial side... You can't miss him. Seriously, though, you should run."

Once the lady had gotten to safety, Spidey ducked into one of the steam rooms and set the temperature control to max. Instantly, the steam turned so thick, it looked like the world had been replaced by a sheet of printer paper. Good, good. Now all he had to do was wait.

"You think you can hide in the steam, you idiot? All you've done is put yourself in closed quarters!" Sure enough, a big, scorpion-themed doof came lumbering into the mist.

And now for the fun part of the plan: Lots and lots of dodging. Well, Spidey could at least web up Scorpion's tail so it'd be a bit softer.

Click, click, click. Of course. They picked *now* to jam.

“Ready to die, Spider-Man?”

“Not really, no-” *Thwack, thwack, thwack.* “Ow, ow, ow!” Okay, dodging a giant scorpion tail in a confined space wasn't as easy as it sounded.

“Whoa, there, Scorpie,” Spider-Man said from his smear on the floor. He clutched a tear in his costume. “I don't know how exactly you control that tail of yours, but it must be pretty exhausting. Your face is a mess.”

“Shut up!” Scorpion wiped his brow, which was growing ever stickier with sweat.

“If it's any consolation-” Next, Spider-Man hopped up to the ceiling. “-the rest of you doesn't look too sweaty at all.”

“I'm gonna... I'm gonna beat you!” Scorpion’s voice was growing a mite groggier. “I'm the perfect improvement over the Rhino! I got... all of the strengths... none of the... weaknesses...”

“Uh, you sure you covered *every* weakness there, champ?” Spidey poked Scorpie's nose with a finger. The dude promptly toppled over.

With that done, Spider-Man dropped down onto Scorpion’s chest. “Okay, *now* will you tell me who sent you?” Nothing. Darn, he was out cold. “Well, I guess I'll just assume it was Jameson, then.”

A couple minutes later, the NYPD found Spider-Man emerging from the steam room with a towel around his waist.

“Evening, officers. My fellow arachnid’s having a little R-and-R in the sauna. It really helps with the stresses of being a freakish scorpion person.”

D’aww, look at Mary Jane. Her face had clearly been wrought with worry, but the moment she saw Peter scurrying out of the mall’s front entrance, she snapped back to being chill as ever. The girl had the pride of a house cat.

“Peter! *Dude*. You’re, like, the most badass photographer of all time.” MJ thumbed through the pics on Peter’s camera, grinning. “Ooh, here’s one of me with Spider-Man. Could you send that one to my phone?”

“Sure.” Man, now Peter kinda wished MJ *did* know he was Spider-Man. It’d certainly be more fun than his current setup of moping around the house in solitude after every mission. Seriously, imagine Mary Jane’s reaction if he took her aside right now and spun a web in front of her. She would totally…

“*Whoo hoo!* Crosswalks are for slowpokes!”

...not take it seriously at all. Peter shook his head, then strolled down the sidewalk, waited for the light to change, and finally traversed the crosswalk to meet MJ on the opposite side. “We oughtta change your nickname to ‘M-*Jaywalker*…’”

Just before he and MJ rode off into the sunset together, Peter glanced back at the swarm of police vans surrounding the front of the mall. Spot was being led away with some kooky sci-fi power-nullifying collar around his neck, while a whole team of officers was hauling the unconscious Scorpion into a van. Peter hated to admit it, but Scorpion was almost certainly right. – There’d *always* be more bad guys to fight.

And that meant life could never be fun and games. Not for Spider-Man, at least. Ah, well, a guy could daydream.

After that, Peter ran straight home and fixed his web-shooters. Or at least, that's what he'd have loved to do. In reality, though, right after handling two supervillains back-to-back (Well, okay, maybe more like one-and-a-half supervillains back-to-back), Peter got a text and found himself returning to the Daily Bugle.

“What is it, Mr. Robertson?”

Mr. Robertson smiled at him. “Jameson has something he'd like to say to you.”

With a growing sense of dread, Peter entered the lair of old picklepuss himself. But it was different this time. JJJ didn't look like he was one smart remark away from lobbing something heavy at Peter's head, for one thing.

“Parker,” he began. “No, *Peter*.” Jameson took a breath. “Earlier today, I received news from Ravencroft that my son's condition is not improving. This... might have affected my behavior towards you.” This next part, he said through gritted teeth: “You're not fired after all.”

This was *way* more surprising than getting attacked by a scorpion-person. Was Jameson acting like an actual human being?

“I'm sorry about John.” Peter gave a sympathetic smile. “That alien that hitched a ride on his shuttle... it hurt a lot of good people.”

Jameson nodded slowly. “Right. Well... NOW THAT YOU'RE NOT FIRED, WHAT ARE YOU STANDING AROUND HERE FOR? I WANT SOME PICTURES OF SPIDER-MAN ON MY DESK IN THE NEXT EIGHT-POINT-NINE SECONDS OR YOU'RE FIRED!”

Harry sat in the abandoned police station, staring at the wall. His mom hadn't even texted him. Wasn't even wondering where he was.

“Well, little Osborn.” Harry caught the hum of a hoverchair coming to rest by his ear. “Looks like Mac's being sent to the Vault. How'd you like your first supervillain creation?”

“This- This is crazy.” The words escaped Harry’s mouth on their own. “Spider-Man’s one thing, but there were *innocent people* at that mall! You're a monster, and my dad was a monster, and I want no part of this.”

“Mmm... No can do. Norman's orders were clear. You're getting involved in this whole affair, or else I'll, I don't know, send robots to kill your mum or something.”

Harry tensed. “My dad would never have wanted her hurt.”

“No offense, kid, but I’m not sure you knew your dad quite as well as you think you did. He was a great man. A man with a goal I believe in.” Smythe paused, then added, “Still a monster, though. No one's denying that.”

Harry bowed his head. “Maybe it'd be better to wash my hands of this. Let you kill me. That's the braver way out, isn't it?”

Smythe looked thoughtful. “Yes, I suppose that's always on option... Oh, on a completely unrelated note, the police raided Menken's apartment. They found quite the payload of stolen

Oscorp property, which Oscorp has of course reclaimed. Menken had cooked up a massive amount of Globulin Green. Strange he didn't actually *use* any of it before throwing on that goblin suit and trying to kill you, but, hey, more for Oscorp to take back, right?" Smythe knelt down to pat Harry's shoulder. "But I'm *sure* that's of no interest to you."

Harry caught the hum of a hoverchair moving away, leaving him alone to stare at the wall.

Point of View

“Well, I guess you've finally learned my dark secret.” Gwen stared at the saxophone in her hands. “I'm a band geek.”

“No, no, it's cool.” Eddie watched the balloons drift by overhead. Despite the freezing November air, all he wore was a black t-shirt. Gwen, on the other hand, was decked out in the Midtown marching band uniform. It made her look like a complete nerd, but then, that line had been crossed a long time ago. “You look cute.” He placed a hand on her shoulder, and then the two of them wordlessly walked out of the crowd.

“So where's Pete?” Eddie took a glance behind them. “Didn't bother showing up? Guess that's not a surprise.”

“He's probably still visiting his aunt in the hospital,” said Gwen. “It's fine. Anyways, I'm glad you're here. At least *someone's* thinking of me.”

“Well, if it's any consolation, Pete likes you a lot more than he realizes.”

“Yeah.” Gwen fiddled with her glasses. “It'd just be nice if someone had a *conscious* crush on me for once.”

Silence.

“Eddie?” She turned around. No one there. “Where'd-?”

Thwip. Something black and slimy hit her mouth. The saxophone clattered to the pavement.

Thwip, thwip, thwip. More slime wrapped around her torso, then tightened. Gwen tried to scream, but it came out muffled. The rest of the band didn't even glance her way.

There was something on the alleyway wall. Something big and black. The milky white blotches on its head – *eyes?* – pointed right at her. It opened its mouth, revealing a set of jagged teeth. A long, slobbery tongue lagged out.

Gwen struggled with all her might, but that only made the slime tighter. It felt like she was bound by cords.

The creature laughed. It sounded totally alien and uncannily human all at once. “We can't wait to see him cradling your broken corpse.”

“*Gwen! Gwen!*”

The next thing she knew, Gwen's dad was looming over her in the darkness, shaking her shoulders. Gwen sat up in on her mattress, rubbing her eyes. Her nightgown was drenched with sweat.

“The nightmare again?” Her dad gave a patient sigh. He was still in uniform – probably just got back from work, meaning it was *late*. “Do you need me to call your therapist?”

“No, no, I'm alright, Dad.” Gwen forced herself to take some deep breaths. “I'm fine.”

“If you're sure.” He kissed her forehead. “Get some rest, Gwen. I love you.” With that, her dad left, shutting the door behind him. The bedroom was cast into total darkness.

Gwen rolled over under the covers. She'd been normal these last few days, but clearly, the Hobgoblin's attack had set her off again. What kind of world were they living in where Gwen couldn't go a week without running from her life from giant lizards and electricity-people and creeps with tentacle-arms? Only in Manhattan. She'd have moved in with her relatives in England ages ago if not for her father's career. And Peter. Oh, and Harry.

As her heartbeat grew slower, Gwen's eyelids grew heavier. And she couldn't forget Eddie. He was still her friend. The fact that he'd been right behind her when that monster attacked was pure coincidence. And the fact that Eddie went missing immediately afterward? He was upset about being forced to drop out of college, that was all. And the fact that MJ had warned Gwen that Eddie wanted to hurt Peter? So he was ticked at Peter. Didn't mean anything. And the fact that Eddie was last seen being carted out of Midtown High in a stretcher right after the black monster attacked the school, shrieking "*We're Venom!*" at the top of his lungs?

Coincidence. Yeah.

Y'know, Spider-Man really needed to vary his web-swinging routes sometimes. If he took the same path to school every morning, it got super predictable and resulted in crowds of loving fans waiting on the streets below to shout their praise as he swooped by overhead.

"*Get bent, menace!*"

"I love you, too, buddy!" Spidey called back down.

Problem was, being twenty minutes late made it hard to take any route but the fastest one to Midtown. Yeah, punctuality wasn't one of his superpowers.

"*Spider-Man! Spider-Man!*"

He was used to that name hitting his ears on his way past First Avenue, but what Spidey wasn't used to was hearing it from a high, soft, unbearably adorable voice.

"Gw- G-Girlie?" Spidey had to deepen his voice mid-syllable. He perched himself on the wall of a shop a couple feet above his cat-caller. Then he turned so his legs were closer to the sky and his hands closer to the ground, cocking his head down at her.

Yep, there was no mistaking that telltale, salmon-colored headband – though truth be told, Peter sometimes had trouble recognizing the post-makeover Gwen without it. She was standing there on the sidewalk with her book bag dangling from her hand. When those sea blue eyes gazed up at him, Peter thanked his lucky stars there was a mask to shield them from his radiant cheeks.

"H-Hi, Spider-Man." Gwen, however, had no such shield. Wow, Peter hadn't pegged Gwen for the Spidey fangirl type. "Remember me? I intern at the ESU lab. I used to wear glasses, and my hair used to be more, uh, unruly." She hesitated before adding, "You've saved my life more times than I can even remember off the top of my head. Guess I'm something of a damsel in distress..."

"Blonde? Glasses? Damsel in distress?" Spidey brought a palm to his chest, though that required him to shift his weight lest he slip and tumble to the pavement below. "Gee, I wanna say you're Captain Stacy's daughter, except I don't remember her being a damsel in distress at all. She was actually this hero who piloted the escape pod out the Master Planner's collapsing lair. If anything, I should be thanking *her* for saving *my* life." He descended the wall, closing the distance between them.

Gwen replied with anxious laughter. Was it Spider-Man's imagination, or was she a little, err,

fond of his skintight spandex? Gwen had sure as heck never stolen glances at *Peter Parker's* chest like this, but then, Peter had gotten in the habit of hiding said chest beneath a baggy blue t-shirt.

"W-Well, I kinda had my own self-interest at heart there, too..." Gwen tucked a strand of hair behind her ear. "Actually, I wanted to talk to you about something."

"Oh?" Don't tell Peter he was now competing for Gwen's heart with his own alter-ego?

"About… Venom."

Oh. Okay, now Spidey was wishing she *had* been hitting on him. "Tall, dark, and slimy? What about him?"

"Is he still out there?" Even putting that to words was clearly making the poor girl's pulse pound. "I mean, he attacked our school, and then he just disappeared."

Spider-Man sighed in spite of himself. More than anything, he wanted to tell her no, that Venom was gone forever. That she didn't have to look over her shoulder everywhere she went. "I fed him that gene cleanser we used on Lizard. It destroys all non-human DNA, so that should've killed him, but- but he escaped, so I don't know for sure."

Gwen inhaled. "I was afraid you'd say that..."

All Spidey could do was shake his head. "But I think if he was in town again, the first thing he'd do would be to let me know. Dude never could resist the urge to gloat."

"What- What *is* Venom?" Gwen stammered for a second. "I've gotten close enough to know he's not a guy in a costume."

A moment passed. "Sorry, that's, err, classified. Just, uh, if you see any black slime, run the other way."

But that wasn't nearly enough to sate Gwen. "Is he Eddie Brock?"

Spider-Man's wince was more telling than he'd have liked. "Venom uses people as puppets, and... Eddie was one of them."

Gwen's eyes had started to quiver. "He did something to Eddie's head, didn't he?"

"L-Look, I'm really sorry, Miss Stacy." Spider-Man found himself creeping backwards up the bricks. "I wish I could help your friend, but I'm honestly just a guy who can stick to walls and punch things real good."

"But-"

"I gotta go! My- My spider-sense is tingling! Duty calls! Nice talking to you!" *Thwip.* A second later, Spider-Man was sailing off on a web-line. "*Oh, but stay away from Brock!*" he called back. "*I promise the best thing you can do right now is stay far, far away!*"

Even when he was soaring through the sky, Spider-Man felt like a lead weight. Not even a midair backflip improved his mood. *Ugh*, he hated hiding the truth from Gwen. The last time Eddie had returned, he'd waltzed right up and put his arms around her, and Gwen had been so pleasantly oblivious... It *still* made Peter's stomach churn.

Obviously, the moment he'd learned the symbiote had escaped the cement, Peter had wanted to warn Gwen. He and MJ had tried to tell her that Eddie had become a creep, but Gwen had

brushed them off. She'd thought Eddie's grudge was solely against Peter, and she'd have been right… if you didn't factor in the murderous alien symbiote. Problem was, mild-mannered Peter Parker wasn't supposed to know the first thing about symbiotes. He could've paid Gwen a visit as Spider-Man to warn her Venom was back, except that as far as Gwen knew, Venom had grabbed her at total random last Thanksgiving. There was no reason for her to think Venom would target her again. If Spidey had singled her out like that, it could've jeopardized his secret ID, especially at a time when "Peter Parker is Spider-Man" had been the media's favorite talking point.

Then again, would Gwen learning the truth be the worst thing in the world? Peter really might have come clean to her back then, but then he'd happened to free Eddie from the symbiote's grasp again, and the ooze had fled into the sewers, and- and it just hadn't seemed so pressing anymore.

Besides, at the time, Peter had been worried Gwen would tattle to her dad and then a SWAT team would turn up on the Parker family doorstep. But it'd been forever since Gwen's dad had taken Peter aside for that telltale little lecture about masks, and there'd been no SWAT teams yet. Gwen's dad understood where Peter was coming from. Like he'd said, Peter wore a mask to keep people safe.

But when it came to hiding his face from Gwen… which person was being kept safe, exactly?

Spider-Man dropped down into the school parking lot, right behind the trashcans where no one ever went, and tugged off his mask. He was happy to report he'd swung here using a shiny new pair of web-shooters that *weren't* covered in duct tape.

Just as Peter was slipping on his favorite blue t-shirt, he heard a "*Mrowr?*" Peter looked downwards to find a black cat giving him an unblinking stare. The animal kind, not the sexy burglar kind.

"What are *you* looking at?" The cat darted away, and Peter found himself sprinting after it. The cat led him, surprise, surprise, to a picnic table, where a girl with messy dark hair and a squadron of animals was waiting. Sophia's party had swelled to include a couple squirrels and a frog. The cat purred and rubbed itself against her legs. From her face, the girl seemed to be listening to it intently.

Sophia gave Peter a look.

"What?" said Peter. "*What?*"

"I didn't say anything."

Peter groaned and sat down next to her, though he had to be careful not to squish any critters. "So can you talk to *all* animals? What about, I don't know, fruit flies?"

"Flies never have much to say."

"So are animals sentient, then?" asked Peter. "PETA will have a field day when they find out."

"'Sentient' is kind of a strong word." Sophia glanced across the yard, where Kong was busy giving Flash a noogie. "I know some humans I'd hesitate to call 'sentient.'"

Peter snickered. "Ain't that the truth."

"Think of it this way." As she spoke, Sophia scratched her dog's ears. "Animals have brains, right? Can't deny that. So they must be able to think to some extent, right? All I can do is hear those thoughts and communicate back."

“So assuming you're not actually crazy, where'd you get this animal-talking power from?” asked Peter. “Were you bit by a genetically-altered Doctor Dolittle?”

Sophia shook her head. “I don't know. I just woke up one day to find my cat begging me to pet him. Like, with actual words I could understand.”

“How old were you?”

“Thirteen.”

Man, now Peter felt bad for her. He was lucky he knew where *his* powers came from. “Spider bite causes spider-powers” wasn't exactly tough to work out. Of course, it was only a matter of time until someone at the ESU labs realized all those genetically-altered spiders they had lying around might be connected to the local spider-themed superhero, but there wasn't much Peter could do about it. If Dr. Warren woke up to find all his spiders squished, that'd just draw attention to them, and then he'd probably make more, study them closer, and realize he had a cheap and easy way to mass produce spider-powered soldiers.

“How old were *you?*” asked Sophia.

Peter gave a start. “I told you, I'm not-”

“Rodentslayer says you fell from the sky behind the trashcans and then changed clothes.” Sophia folded her arms. “She says you put your costume in your backpack, and then you noticed her and said, 'What are you looking at?' She couldn't actually understand you, but she remembers the sounds.”

“What? Y-You can’t trust a cat’s word! Those things are little monsters covered in fur- I-I mean, obviously you’re lying to-” Judging from her face, he wasn’t selling it.

Okay. Deep breath, Web-Head. She knew. There was no getting around it, and if Peter just let the subject drop, Sophia could very well go around blabbing to everyone. This wasn’t a matter of… of… It wasn’t like Peter *wanted* to tell Sophia or anything. He just… had to.

“Fine. You caught me.” God, this felt weird. He’d never said it out loud like this before. “I’m Spider-Man.”

Sophia gave a content nod. “*Mmm hmm*. There, doesn’t telling the truth feel better?”

It did, actually. Peter almost wanted to thank her. But instead, he grabbed her arm. “But you have to *swear* you won't tell anyone, Sophia. The last time a supervillain found out my secret identity, the first thing he did was go after my friends and family.”

“I swear,” said Sophia. “I'm not gonna turn you over to the media or anything. I was just... curious.” She finished scratching the dog's ears and moved on to stroking her frog. “So I'm guessing that supervillain you're talking about is the black Spider-Man? The one calling himself Venom?”

“Yep. That's him.”

“What's he got against you?”

“Oh, you know how it is. You think someone's perfect for you, but then it turns out they're a parasitic alien, and they don't handle the breakup well *at all*.”

Sophia laughed. “Wow, that sounds *exactly* like my ex.”

Whoa. So much for “classified.” What was wrong with Peter? When Gwen asked, he clammed up, but when this random stranger asked, his tongue went loose? How unfair could Peter *get?*

“I saw the dance remix video, by the way,” said Peter. “Who knew Venom could be so graceful?”

“The guy who made that's actually the founder of the 'Peter Parker is Spider-Man' forum,” said Sophia. “Probably the most vocal person trying to out you online, but he hasn't posted in a while. Goes by the handle 'Guess Who?'”

“‘Guess Who?’” Peter gave a start. “Oh, man, that’s gotta be Eddie.”

“Who?”

“He...” Peter hesitated. “He used to be my oldest friend. When we were kids, we were inseparable. But…” Slowly, his eyes shut. “...now he hates me, and he found out I’m Spider-Man and became a supervillain and tried to murder everyone I love, and… he’s currently in a mental hospital.”

Peter flinched – A hand was on his arm. “That’s friggin’ *horrible*, man! How long have-? I mean, you’ve just been suffering alone-? H-How many people know about this?”

Silence. “No one,” Peter said slowly. “Just you and me.”

Sophia took a breath. “Peter, you can’t keep something like that bottled in for so long. I went a week without telling my sister I could talk to animals, and it almost drove me crazy. Please.” She gave his arm a squeeze. “You’ve gotta tell me everything. For your own sanity.”

“*Everything?*” Peter brought a palm to his brow. “*Now?* I’m late enough for class as it is.”

“Well...” Now Sophia was brushing a strand of hair from her eyes, too. Guess that was part of the universal female language. “...you’d have all the time in the world to tell me if we, I don’t know… went somewhere alone together after school.”

Uh oh. Peter’s heart was starting to thump. “Sophia… I don't want to lead you on or anything.” He glanced away. “I'm in love with someone else.”

“*Oh my god*.” Sophia’s eyes had gone large. “Eddie?”

“Y- NO, IT’S NOT EDDIE!” Peter took a second to collect himself. “I-It’s Gwen. Gwen Stacy. Blonde girl, headband...”

Sophia's brow creased. “Isn’t she dating that rich kid?”

“It's... complicated.”

Sophia gave him a look. “Does she know you’re Spider-Man?”

“No.”

“Are you planning on *telling* her you’re Spider-Man?”

“...No.”

“Then how the heck are you supposed to be in love with someone who doesn’t even know about *half your life?*” Suddenly, Sophia took his hand in both of hers. “Peter, please, you’re the only

other person who gets what it's like. Having this power that you can't tell anyone about because you know they'd freak out and let the government dissect you or something. It's so... so..."

"Lonely?" finished Peter.

"Yeah." Sophia gave a halfhearted smile. "C'mon, Peter, just one date. That's all I want. Just give me a chance."

Peter shut his eyes and rubbed his temple. "Alright, alright. It's gonna be Liz Allan all over again, but... alright."

"Yes!" Sophia showed off her pearly whites. "I've got you now! One date's all it'll take to get you hooked."

He couldn't believe it, but… Peter found himself mirroring her expression. "I think I'm already falling for your overwhelming modesty."

Brrrrng. Finally, the bell. Gwen felt like she'd been trapped at school forever, and that was counting the fact that she'd been late getting here after flagging down Spider-Man. To be honest, she'd been hoping that conversation would reassure her, not… do the opposite.

Even after Professor Warren dismissed class, Gwen lingered behind. She was taking an especially long time to pack her books into her bag.

"Hey, girlfriend." Which was all the opportunity Mary Jane needed to corner her. "You free to hang this afternoon?"

Gwen's physics textbook shook the earth as it plopped into her backpack. "I've told you, MJ, I've got an internship." She made for the door, but MJ followed at her heels.

"You okay?" For once, MJ wore a facial expression that didn't scream "bubbly happy party fun time." "You're not ticked at me, are you?"

"No, it's just..." Gwen bowed her head as they passed the lockers. In a voice only MJ could hear, she said, "Did you *have* to go to the mall *alone* with Peter last Friday? Don't you get how that comes across to-?"

"Girl, we've *had* this conversation. Tiger knows it's strictly platonic between us." MJ shrugged. "I've just been doing some reconnaissance for you. Seeing how your one-and-only is holding together while he waits for you to end things with Harry."

"Well, I appreciate the thought, but..." Gwen's eyes traveled to the navy blue shawl draped over MJ's shoulders. God, look at the way it gripped her torso. MJ had been enrolled here for months now, and she still turned heads when she strutted down the hall.

And yes, some of MJ's magic had rubbed off on Gwen, but with every passing day since Valentine's, that magic faded. Specifically, Gwen's hair got messier and messier and her makeup got sloppier and sloppier. She'd actually had to chase MJ down and beg her to refresh Gwen's appearance the night before Harry's ceremony, as if begging for MJ to give her a makeover the first time hadn't been humiliating enough.

"...the thing is, MJ, you're not good at- at talking to guys without coming off like, um..." Oh gosh, how could Gwen put this?

"...like I'm trying to seduce them?" finished MJ.

Gwen couldn't help but flinch. "Yeah. That."

A sigh escaped Mary Jane's perfectly formed lips. "Sorry, girlfriend. It's force of habit, I guess." Frankly, MJ sometimes encountered a similar issue when talking to girls, too.

"I know you're not doing it on purpose, but, like, even being in Peter's radius is enough to..." Gwen trailed off. "I mean, after Thanksgiving, y'know, the first time I told Peter how I felt-"

"Didn't sound like you did much *talking*, the way you described it to me," MJ said with a smirk.

"-we ended up avoiding each other, and then a prettier girl made eyes at Peter, and..." Gwen took a breath. "I'm just worried history's gonna repeat itself."

"*Girl.*" In a sudden movement, a hand took her arm. The walk past the lockers was halted a moment. "This is *so* not a repeat of the 'Liz Incident.' First off, Tiger actually said he liked you back this time."

"He probably said that to Liz, too, at first..."

"Second off, he *broke up* with Liz to be with *you*."

"Not like I've returned the favor..."

"Third off, *I* am *not* a 'prettier girl' than-"

"*Oh*, don't even *finish* that one." Gwen laughed in spite of herself.

"I mean it, Gwen." MJ failed to meet her eyes. "You're gorgeous. The only reason I've got a leg up on you is cuz I spend half the day in front of a mirror while you spend half the day interning at big-name science labs."

"I guess it *is* hard to worry about hair and makeup when my schedule's so packed..." What Gwen neglected to say was that male attention from anyone but Peter terrified her, and so sometimes worrying about hair and makeup was a matter of bravery.

"And fourth off, I'm- I'm not even single anymore." MJ winced at her own words. "Ohh, saying that out loud felt weird."

"Wait." Gwen gave a start. "You're not still with Mark, are you?"

No response.

"MJ, he almost *burned you to death.*"

"Not on purpose! I know Mark fell in with a bad crowd, but-"

"Please don't tell me you're one of those '*I can change him*' girls." Gwen couldn't help but roll her eyes.

This time, there was even less of a response.

"*MJ...*"

"But…" MJ's eyes were planted firmly on the floor. "...don't you think, even if someone's a bad person, it *is* possible for them to…?"

Okay, this called for The Look. Wait, dang it, The Look wasn't nearly as powerful without the glasses. Gwen had totally forgot.

"I-I care about Mark," MJ stammered. "I can't just flip that off like a switch."

Gwen sighed. "Well, *I* care about *you*. There are times when, y'know-" At this point, neither of them was even trying to meet the other's eyes. "-if it wasn't for you, I'd be totally alone… and that means a lot to me."

"I care about you, too," MJ said softly. "You know there's nothing in the world I want more than for my favorite guy to finally hook up with my favorite gal. All that UST's gonna drive me nuts otherwise."

"Y-Yep." Actually, if Gwen wasn't meeting MJ's eyes, then how could she know if MJ was meeting hers or not? Gwen couldn't resist sating her curiosity. As it turned out, MJ had been thinking the exact same thing. "Unresolved… tension..."

The two of them held that pose for about half a minute.

"Well, wouldn't wanna make you late to your internship just cuz I'm playing matchmaker." It took a fraction of that time for MJ to complete her journey down the hall. "Later, girlfriend!"

Gwen watched her go until that mess of red hair had vanished around the corner. She found herself shaking her own, blonde mess. MJ was right about Peter. As always.

On her way through the parking lot, Gwen glanced at her phone. Nothing from Harry. In all likelihood, he was taking the day off to recuperate from the Hobgoblin ordeal... which meant he wouldn't be here to breathe down Gwen's neck if she decided to talk to Peter.

Today. Today was the day Gwen finally mustered the courage to get this nonsense settled. All she had to do was find Peter and make sure he was still on board with the plan. To be clear, Harry was a close friend, but he wasn't the one Gwen had been madly in love with since seventh grade. The only reason she'd ever been roped into dating him was because Peter had been dating Liz "Quintessential Cheerleader" Allan, and, well... Yes, yes, Gwen had been totally petty. And now she was paying the price.

Gwen found Peter sitting at a picnic table a couple yards away. She also found the cute little raven-haired animal-loving hussy holding his hand.

No. No, no, no, no, no, no, no. Gwen was *not* having another crying-in-the-restroom-session. She was *sixteen*. She was too old for that. Way too... old...

Oxymoron

Rockaway Beach wasn't the most exciting place in a city full of super-people duking it out on a daily basis. Nevertheless, the little girl came here as often as she could, improving her sandcastle skills and periodically taking a wistful glance at the dunes, as if she was expecting them to come alive any moment now.

Actually, that's exactly what she was expecting.

Rockaway Beach wasn't the most exciting place in New York, but it was worth the wait to finally see your castle quadruple in size before your eyes.

"Hey, kid." A face formed on one of the turrets, compete with googly white cartoon eyes (made of colored sand, of course).

"You're back!" The girl threw her arms around the turret, cuddling up against its face.

"Yeah, yeah, just, uh... don't tell anyone you saw me here, alright?"

"Okay, Sandman."

The next couple hours were spent making sandcastles and sanddragons and sandunicorns, and then Sandman buried the girl up to her neck, and then she tried to bury *him* up to *his* neck (which didn't really work), and then she made sand angels, and then...

It wasn't until sunset that the girl's parents finally called out, "Come on! Time to go!" Once they were safely out of sight, Sandman shifted back into human-shape so the girl could give him a goodbye hug.

The girl yawned. "You made me tired."

"Nah, that's the other Sandman."

"What?"

"Nevermind... G'bye, kid."

The girl wrapped her hand around his thumb. "Can't you come home with me? You can live in my bedroom and I'll find plenty of sand to feed you and-"

"Sorry, kid." Sandman shook his head, scattering grains everywhere. "Your folks wouldn't want me around."

"Because you're a criminal?"

"*Was* a criminal," said Sandman. "I don't do that no more."

"Then why do you always have to hide?"

Sandman's eyes drifted towards the horizon. "I... I don't know."

Gwen stared into the flames of the Bunsen burner. She could hardly lift the beaker without her hands trembling.

“You seem troubled, Miss Stacy.”

Gwen spun around to find Dr. Warren standing there, arms folded behind his back.

“Where's your fellow intern?” asked Warren. “Mr. Parker?”

Probably making out with his latest girlfriend. “Probably taking pictures for the Bugle.”

“Ah. Not too reliable, is he?” Warren shook his head. “I'm starting to see why Connors fired him.”

“He's a good guy.” Gwen let out a weary sigh. “He can just be an idiot sometimes.”

Warren frowned. “Are you alright? If there's anything I can do for you...”

“Nothing you need to worry about, sir,” said Gwen. “Just high school drama.

Warren gave a warm smile. “I like high school drama.”

Gwen laughed, but her heart wasn't in it. “You know that feeling when you love someone, but they can't be with you, not because of anything to do with how they feel, but just because the... the circumstances get in the way?”

Warren nodded. “I know it all too well.”

“And I'm not talking about some silly crush. I mean, a person that you feel so deeply about... someone that makes you feel a little less worthless every time you're around them.”

Warren pulled up a chair next to her. “I'm guessing you're the introverted type? You don't make many friends, but the ones you do make are *close* friends?”

Gwen found herself smiling the tiniest amount. “You hit the nail on the head.”

“That's our burden as people of science.” Slowly, gingerly, Warren placed a hand on her back. “Our interests will always fall into a niche... One most people won't accept, won't understand. But you can't let that stop you from pursuing what you love.”

“Yeah...” Gwen shut her eyes. “Thanks for the kind words.” Well, how about that? Mrs. Connors hadn't seemed to like Dr. Warren too much, but it turned out he wasn't such a bad guy after all.

Dr. Warren wet his lips. “It's my pleasure, little lady.”

It was at that moment that the door burst open and one Peter Parker made his dramatic entrance into the lab.

“S-Sorry I’m late!” He hurried towards the other two, finger-coming his hair. “I was held up!”

Oh, Gwen *bet*.

“Don’t let it happen again, Mr. Parker. Now if you’ll excuse me...” Before Peter could get near, Warren vanished into his office, leaving the two kids alone. Perfect.

“So, uh… what’s our assignment today?” Peter sat down across from Gwen, taking out another Bunsen burner from the box in the center of the table. “Or, uh, are we still doing that thing where we give each other the silent treatment?”

Deep breath. As much as Gwen wanted to rub Peter’s nose in the fact that he’d been holding hands with the new girl, there were honestly more important things to worry about right now.

“Peter…” Gwen’s eyes shut. “I spoke to Spider-Man before school today.”

“Really? Cool!” Gwen wasn’t sure if Peter was reacting too much or too little. “I didn’t think the guy was much for conversation, but then, maybe that’s just because I’m not a cute girl.”

Gwen nearly lit her hair on fire. Wait, *huh?* Was he still trying to flirt with her? Why did that make her so happy? Hadn’t she just been furious at him a second ago?

“He… He confirmed something I’ve suspected for a while now.” But the subject at hand dampened Gwen’s enthusiasm pretty quickly. “You know how Eddie was screaming, ‘We’re Venom’ as he was carted off to Ravencroft?”

“Y-Yeah. Dude had a total break from reality. Venom’s, like, twice his-”

“I think Venom was controlling him,” said Gwen. “That monster… whatever it is… did something to Eddie’s head. He was *right behind me* before Venom grabbed me, and then when Venom showed up, Eddie was gone. And Peter, when I saw Venom up close, he looked slimy and black.” She hesitated, fighting down some lingering nightmares from the morning. “Just like the alien stolen from the Connors’ lab.”

“What are you saying?” Peter, meanwhile, looked to be fighting down his fight or flight reflex. “That Eddie got mind-jacked like something out of *Invasion of the Body-Snatchers?*”

Gwen shook her head. “I know it sounds nuts, but Spider-Man had a black outfit just like Venom’s right before Venom first showed up… and my dad says that when the black-suit Spider-Man fought the Sinister Six, he started doing crazy things like growing tentacles out his body.” She shrugged. “Maybe it’s some kind of military bio-weapon and the alien story’s a cover-up or something?”

“Wouldn’t be the weirdest thing to crop up in Manhattan...”

“The point is, *this* is why Venom’s been going after you.” Without meaning to, Gwen squeezed Peter’s arm. “Why he told the press you’re Spider-Man. Why he tried to kill me – Eddie knows I’m your best friend.” Yep. Best friend. That was why. No other reason possibly sprang to mind. “Right before Venom showed up, Eddie was, like, beyond ticked at you, and he was beyond ticked at Spider-Man for stealing the alien, and when the alien made him go crazy, Eddie must’ve, y’know, conflated those things.”

“Just my luck.” Peter glanced away, looking sour. “Seymour O’Reilly *still* calls me Spider-Man half the time...”

“And Spider-Man told me Venom could still be out there!” Gwen’s grip on Peter’s arm went even tighter. “Peter, we’re *in danger.* This thing could- could pop up and kill us at any moment.” Her head sank. “God, our life’s become a horror movie...”

Honestly, Peter had been squirming in Gwen’s grasp, but now, his expression softened. “Gwen… I promise you everything’s gonna be okay.” *Oh lord in heaven now his arms were around her.* “I-I know Manhattan’s been overrun with supervillains lately, and it sucks, but the local superheroes can handle it. If Venom shows up again, Spider-Man will be there to knock him back down. I really believe that.”

Gwen managed a nod. “I called Ravencroft. They’re allowing visitation for Eddie now.”

“Oh. That’s- That’s great.”

Gwen found herself nestling her head in the crevice between his shoulder and neck. “I know he hates your guts, but I’d feel a lot better if you went there with me after we’re done here.”

The hug abruptly ended. “I’m so sorry, I can’t! I-I got a thing. Maybe tomorrow?”

“Oh. Yeah. I understand.”

A thing? What kind of thing? The kind of thing that involved cute little raven-haired animal-loving HUSSIES? WAS IT *THAT* KIND OF THING, PETER?

“That’s fine,” said Gwen. “It’s fine.”

“Hey, Aunt May!” Peter caught his aunt halfway to the laundry room with a basket in her hands. “Notice anything different about me?”

May's face was a perfect blank. “You got a haircut?”

Peter looked sour. “I shaved.”

“Oh, yes, of course!” May immediately nodded in agreement. “I see it now. Your chin looks completely transformed.”

“Thanks, Aunt May. You always know how to boost my self-esteem.”

“Why are you getting all dressed up, anyhow?” May took another look over Peter. He was wearing a clean t-shirt, a jacket, and jeans, which was about as dressed up as Peter ever got.

“I'm, uh...” Peter's eyes drifted towards the ceiling. “...going out with a friend.”

Aunt May raised a white eyebrow. “This wouldn't happen to be a *female* friend, would it?”

“She might be of the feminine persuasion, yes.”

“Well, I hope she’s not feminine enough to make you forget curfew’s at ten.”

“Of course!” Peter's face was the picture of innocence. “Why would I *ever* stay out with a girl past curfew?”

May laughed in spite of herself. Peter was about to exit their idyllic Forest Hills home, but she caught his arm. “Oh, and Peter? No hanky panky.”

“Don't worry,” said Peter. “My hanky is a panky-free zone.”

“*Peter.*”

“I mean, yes ma'am.”

“Alright.” May shook her head, smiling. “Have fun with Gwen.”

“Um… About that...” At this, Peter shrank. “The thing is, Gwen and I were *going* to go out, but we were both dating other people, so we signed a Satanic pact in our own blood that said we'd each break up with them and hook up with each other. I did my part, but then Harry's dad died, and Gwen didn't have the heart to...”

Aunt May's The Look could give Gwen's The Look a run for its money. “Peter Benjamin Parker.”

“I'm still waiting for Gwen!” Peter said hurriedly. “But, see, this other girl was *begging* me to go out with her, and I kinda caved in. We're not gonna go steady, though! I'm just humoring her for one date, and then I'll tell her it's not working out, I swear.”

“So you're going on a pity date.”

“Well, I wouldn't exactly call it a-”

The Look returned.

“Yes, ma'am. Total pity date.”

Aunt May shook her head. “Ben used to go on pity dates, too.” She gave a wry smile. “There was this one *incredibly* clingy girl named May Reilly...”

“See, now you're sending me mixed messages. I'm confused – Is my true love MJ, Gwen, or the new girl?”

Now May was back to looking stern. “I only hope you haven’t forgotten what we said about being honest with the girls in your life, Peter.” She let out a sigh. “Try not to break *too* many hearts.”

“Hey, c’mon, you know me.” Slowly, Peter turned back for the door. “Honesty’s my middle name.”

Wow, that was his funniest joke yet.

Central Park. Of course she'd pick Central Park. Peter didn't know where he'd been expecting.

“...and that one's Nut-hider, and that one's Flufftail, and that one's Monkey Joe...” Sophia was naming the squirrels as they passed by. Or rather, telling Peter what the squirrels had named themselves.

“Okay, now you're making stuff up.” Peter pointed to one of the ducks in the park's largest lake. “What's that one named?”

“Oh.” Sophia made a face. “That's a drake. You don't wanna know.”

Peter checked his phone (Look, he wasn't an expert on dating etiquette, okay?). The screen read:

WE NEED TO TALK.):B(

Uh oh, she’d used her emoticon for “The Look.” That could only mean Gwen's “Peter's on a date with another girl” sense was tingling.

“Well, not that this hasn't been romantic and all...” Peter's words trailed off as he stared at Sophia's face. She, apparently, had made a stronger effort than him to look nice. For once, her hair was tidy and she was in a dress. She wasn't Black Cat-MJ levels of pants-shattering hotness or anything, but still... The way she was looking at him...

No, Parker. Focus! You like Gwen. GWEN.

Aaaand now he was picturing MJ dressed as Black Cat. *Think of something unsexy! Think of something unsexy!*

“You okay?” asked Sophia. “You've got kind of a far-off look in your eyes.”

Doctor Octopus in a speedo. Yes, that would do.

“Just… uh… thinking about my old supervillains, I guess.” That was one way to put it. “I mean, err, Gwen’s been really fixated on Venom lately. I know she puts on a brave face, but...” He hung his head. “...when you don’t have any superpowers, you must feel so- so helpless, y’know? Venom really… traumatized her...”

“I-I mean, you can’t be totally un-traumatized yourself.” Sophia took his hand in hers. Peter didn’t resist, but he didn’t exactly encourage it, either. “Being Spider-Man must have its ups and downs.”

“Yeah...” Peter exhaled. “At first, I thought it was the coolest thing ever… but lately, it feels like when my friends aren’t turning into supervillains, I’m getting yelled at by the people I save or- or breaking my web-shooters and embarrassing myself...” He trailed off. “Wow. I’ve never been able to complain about this stuff to another person before. It feels kinda...”

“Good?” offered Sophia.

“I was gonna say ‘weird.’”

The two of them stood in silence for a moment, watching the ducks drift through the water.

“So,” said Peter, “wanna go get hotdogs?”

“Vegetarian.”

“Oh, yeah. Right. Duh. Wanna go get *vegetarian* hotdogs?”

“Sounds like a plan.”

“I'll buy.”

Sophia folded her arms. “I can pay for my own hotdog.”

“*Oh thank God.* I don't actually have any money!”

Sophia looked like she had a quite a retort, but just as she opened her mouth, a police car sped by the edge of the park, sirens blaring. Sophia gave Peter a quizzical look.

“He's probably just handing out a speeding ticket,” said Peter.

Another police car sped past.

“I'm sure it's nothing the cops can't-”

Followed by another five.

“I'd better go.”

An armored truck barreled down Park Avenue. It was about twice as big and twice as fast as any truck was allowed to be.

“*Yeah!*” screamed the goombah behind the wheel.

“What are you so happy about?” snapped his partner in the passenger's seat. “Did you see how many police cars are on our tail?”

“So what? We stole a whole arsenal of Stark tech! No one can beat us now! The world's our oyster!”

“Yes, you're right, we've gotten off totally scott-free. It sure is a good thing Stark Tower doesn't have some kind of, I don't know, *heavily armored bodyguard* that might have a reason to be cross with us.”

“You worry too much,” said the goombah as he ran a red light. “Besides, can you imagine the look on Silver Sable's face when I hand her all these guns? She'll have enough fire power to storm Ryker's and free her dad! She'll be so grateful to me, maybe she'll even-”

He was cut off by his partner's hideous laughter. “You seriously think you've got a chance with Sable? YOU?”

“Hey,” said a third voice, “if she'll date a dude who looks like Hammerhead-”

“*Spider-Man!*” The goombah swerved wildly, but Spidey was stuck tight to the truck's hood.

“You know my name? I'm honored! Here, let me in so I can shake your hand.” Spidey smashed his fist into the windshield, but it remained distinctly un-shattered. “Huh. Someone sprung for the reinforced glass.”

“Take the wheel! Take the wheel! I got him!”

“What? No, you idiot-!”

The goombah released the steering wheel so he could grab a fancy-looking laser-rifle from the floorboard (TM Stark Industries all rights reserved). Then he rolled down the window and aimed for a certain friendly neighborhood fella.

“Watch it, Ralphie, you'll shoot your eye out!” The next thing he knew, Spidey was ducking plasma blasts.

Suddenly, the goombah's partner shrieked and Spider-Man got maximum strength spider-sense tingles. He managed to hop onto a nearby wall in time, but the truck wasn't so lucky. With a screech of tires and an ear-splitting *crash*, it smacked into something in the middle of the street. Some kind of brownish dust was sent scattering everywhere.

“What the-? Oh no.” Spider-Man groaned. Now the “brown dust” was taking the shape of hands and holding the truck down. Next up, sand seeped through the cracks of the truck and engulfed the passengers.

By the time Sandman solidified in the middle of the road, complete with his trademark striped green shirt, he was surrounded by every last squad car in the district.

“Marko? You're alive?” Spidey hopped down, landing between him and the police. “Well, this is awkward. We've already deleted your Facebook, sold all your stuff on Craigslist-”

“What, you really thought gettin' turned to glass was enough to stop the Sandman?” Sandman puffed out his chest. “Evenin', officers. Got a little somthin' for ya.” He threw a big pile of sand their way, and resting in the center was a duo of criminal masterminds.

“I wonder if there are any hot chicks in prison?” said the goombah.

“Yeah,” said his partner, “I'm sure Ryker's *Men's* Prison is crawling with babes.”

Every last officer aimed their guns and/or tasers at Sandman.

“I've turned over a new leaf,” Sandman told the crowd. “I'm a hero now.”

“Are you joking?” yelled Sergeant Carter. “Do you know how many laws you've broken just by existing, you freak?”

Sergeant DeWolff, on the other hand, put away her weapon. “Carter, if you've got a way to arrest a man made out of living sand, be my guest. As for the rest of you,” she called out to her fellow officers, “if the Sandman's not currently a threat to public safety, I suggest we don't antagonize him.”

Sandman turned to Spider-Man. “Hey, Web-Head, can I talk to you in private?”

You couldn't tell with the mask on, but Spider-Man looked highly skeptical. “The last time you said you wanted to be a hero, you called me gullible and then punched me in the face.”

Sandman held up his hands. “No tricks, I swear. From now on, I'm goin' straight.”

“Aww, but you and O'Hirn were so cute together.”

“Ha *ha*.”

Spider-Man and Sandman adjourned to a nearby rooftop. When the old spider-sense failed to tingle, Spidey cautiously seated himself, letting his legs hang over the building. Beside him, Sandman simply let his legs turn to mush, which seemed to be his way of relaxing his muscles – or, uh, silicate particles.

“So,” Spidey began, “what made you change your mind about becoming a hero?”

“I guess it all started with that oil tanker...” Sandman's eyes wandered towards the ocean on the horizon. “I was so reckless, I nearly killed a boatload of people. All I ever wanted was the big score – I never wanted to rack up a body count. It made me realize something. With my powers, I can pretty much do whatever I want and nobody can stop me-”

“Well, I like to think I never *failed* to stop you...”

“Those were flukes,” huffed Sandman. “The point is, I'm really, really powerful, but I realized that also means I gotta be really, really, uh...”

“Responsible?”

“Nah, that sounds dumb. I'll think of a catchier way o' wordin' it later.”

Spider-Man folded his arms and grumbled something under his breath.

“Anyways,” Sandman continued, “the explosion turned me to glass, but it didn't turn *all* o’ me to glass. What was left o’ me escaped and ate some more raw silicates, but then I thought, hey, I might not have been dead, but everyone *thought* I was dead. It was a chance to leave Manhattan and, y'know, look for the big score somewhere else.”

Spidey leaned back, kicking up his feet against the building's railing. “Somewhere with less arachnid-themed heroes to foil your plans?”

“Exactly. Without any superheroes around, bein' a crook was easy pickins. All I had to do was lay low and not make a scene every time I stole somethin', and I could pretty much get away with anything.” Sandman bowed his head. “And that's when – Well, I never checked in with a therapist or nothin', but I think I got some pretty bad depression. Back when I was just Flint Marko, I was never really on good terms with my family, and I'd be on even worse terms with 'em if they knew I was a freak now. The only friend I ever made was O'Hirn – He'll probably laugh at me for goin' soft, but whatever. And if you hadn't noticed, I'm made o' sand, so I can't taste food or do drugs or pick up hookers. Not for lack of trying-”

“Too much information, dude.”

“I realized that even if I got my big score, I'd have nothin' to spend it on.” Sandman scowled to himself. “I mean, what, I'd buy a nice house so I could lounge around all day playin' video games and watchin' Netflix? I've done more than enough of that already, let me tell ya.” He shook his head, sending flecks of sand through the air. “Heck, I even started gettin' all existential. Like, am I ever gonna grow old? Am I ever gonna die? *Can* I die?” He sighed. “I was a lab accident – I bet not even the jerks at Oscorp know for sure. So, like I said, I got depressed.”

Sandman shut his eyes again. A tranquility seemed to be overtaking his face. “Then I remembered the oil tanker... how good it felt to save all those people... and I remembered what you said to me.” He opened his eyes to grin at Spider-Man. “So here I am, bein' a hero like you wanted. Yeah, Hammerhead and the Big Man are gonna be ticked, but what's the worst they can do to me, right?”

“Actually, the feds are shoving themselves up Tombstone's nose right now, so you're probably in the clear,” said Spider-Man.

“Even better.” Sandman turned towards the city behind them, where a big old tower with a stylized “A” loomed over the landscape. “Heck, I'm so unbeatable, I bet I could go all the way to the top.” He turned back to Spidey. “Say, are *you* an Avenger?”

“Well, I *would* be, but you would not *believe* how much paperwork I've got to get straightened out. I'll be joining any day now, though.”

Sandman raised an eyebrow.

“No.” Spidey bowed his head. “No, I'm not an Avenger.”

Sandman smirked at him. “Bet'cha they let me onto the team once I make a name for myself.”

Spider-Man brought a hand to his forehead. “Alright, alright... Look, Marko, believe me, I'm glad to hear you're joining the side of the angels and all, and I want you to be happy, but you've gotta realize, being a superhero's not exactly a walk in the park. I'd take video games and Netflix over having a different supervillain for every day of the week. I don't do this because it makes me happy – I do it because it's my responsibility. Understand?”

“Yeah, yeah, sure.” Sandman's eyes were glazed over. “Hey, people will like me a lot better now that I'm a superhero, right? Maybe I could meet someone, make a new life for myself?”

Spider-Man stood up. “I hope so, Marko. You're a good guy. But I should warn you, the Daily Bugle's gonna drag your name through the mud.”

“I love Sandman!” Jameson held up tomorrow’s front page. It read, “SANDMAN FOILS THE KANGAROO,” complete with a big picture of a man in a kangaroo costume buried from the

neck-down in sand. “Finally, New York gets a nice, respectable hero who doesn't hide behind a mask! Everyone knows he's, uh...” He turned to his secretary.

“Flint Marko,” said Betty Brant without looking up from her computer.

“Right, Flint Marko. And the best part is, he's so good at stopping crooks, he makes Spider-Man look like a total loser!”

“But Mr. Jameson,” spoke up Peter from behind his own computer, “Sandman used to be a criminal! Maybe we should be keeping an eye out in case he, y'know, relapses?”

“I know he was a criminal,” said Jameson. “That's the best part. Everyone loves a redemption story!”

“So if Spider-Man renounced his 'criminal ways' and gave up his secret identity, would you suddenly trust *him?*”

“Don't confuse the issue, Parker!” Jameson turned to a man waiting in the corner of the Bugle – a long-haired, bearded, glasses-wearing kinda guy. “You! Urich! Drop whatever investigation you were doing on that D-list vigilante of yours and write a piece on Sandman instead.”

Urich rolled his eyes. “Whatever you say, Mr. Jameson.”

“You!” Jameson turned to Ned Lee, who was hovering as always by Betty's desk. “Stop making goo-goo eyes at my secretary and drop that stupid Spider-Man secret identity report! The Web-Slinger's old hat now.”

“What?” Lee was disarmed. “But what do you want me to do instead?”

“I dunno, go investigate that shady perfume factory or something.”

Lee sighed. “Yes, Mr. Jameson.”

“And you!” Jameson pointed at Peter. “If you're so good at taking pictures of Spider-Man, you should be great at taking pictures of Sandman! I want more on my desk pronto. NOW EVERYONE, GET TO WORK!”

Thwip. Spidey barely paid attention to where he was going as he swung away from the Bugle building. Don't get him wrong, Spider-Man was thrilled to have the extra help – For some reason, none of New York's other numerous heroes ever seemed to patrol the same stretch of Manhattan as him. But, as much as he hated to admit it, Spidey couldn't help but feel a twinge of jealousy towards old Sandy. Ah well, Spidey wasn't a superhero for the glory. Who cared if Sandman was more popular?

But then... if Sandman was so much better at being a hero than Spider-Man – and with those sand-powers of his, it was pretty tough to beat him – well, didn't that... didn't that make Spider-Man obsolete? Maybe the Web-Head wasn't needed anymore?

But that was a good thing, right? After all, Peter hadn’t even been able to finish one date with Sophia before his great responsibilities pulled him away. But if Spider-Man was obsolete now, then Peter could finally date Sophia without feeling guilty!

Gwen. He’d meant to say “Gwen.”

“Boys, we have a problem on our hands.”

Smythe had gathered Harry and Dr. Warren down in the deepest regions of the abandoned police station. It was a place filled with glowing, whirring machinery and plenty of robots with guns pointed at Harry's face at all times. Harry was visibly sweating.

“And that problem is named Sandman.” Smythe pressed a button, causing his hoverchair to project holographic footage of Sandman foiling a bank heist. “Considering we can't even beat a kid in spandex, Sandman poses an enormous threat to our operations.”

Warren shook his head. “Once again, I find myself cleaning up after Octavius's mistakes. Why am I not surprised? Lucky for us, Oscorp created Sandman, and that means Oscorp can un-create him.”

“S-So we're going to kill him?” said Harry. “But this Sandman guy hasn't gone after us yet. What, are we gonna kill *all* the superheroes in New York?”

“The criminal underworld is an integral part of Oscrop's rise to power,” said Smythe. “Most of the insanely powerful superheroes don't really focus on street crime like Sandman does.”

“But if he's so powerful, how are we supposed to beat him?”

“First, we need to understand how he works.” Warren held out his clipboard, which was crammed full of notes.

“Yeah, how *does* Sandman work?” asked Harry. “How the heck can a person be made out of sand?”

“Two words,” said Smythe. “Nanomachines, son.”

“Octavius built a self-replicating machine,” said Warren, eyes glued to his notes. “Then Flint Marko's brain was scanned by one of my own devices, and an exact copy of his consciousness was stored onto that self-replicating machine. Then it was only a matter of using stolen Pym particles to shrink the machine to microscopic size. At that point, it was designed to then bond with silicone granules, take on their properties, and then replicate, effectively creating a 'sand hive mind.'”

Smythe made a show of rolling his eyes. “It's beyond me why you'd want a human mind in charge when you've already got perfectly serviceable robots.”

“The AI would've been too complex to program,” said Warren.

“Yes, and the brain of Flint Marko is *such* a better alternative...”

“Next, the subject was infused with the nanomachine-silicone granules. The idea was to give him subdermal armor that could be mentally controlled, such as the Scorpion’s tail. The problem is, the method in which Octavius introduced the subdermal particles went haywire, and instead of giving him armor beneath his skin, Flint Marko's entire body was replaced. The granules lost the ability to hold their shape properly, giving Sandman his versatile shapeshifting abilities.”

“So Sandman is like a robot with a human brain?” said Harry.

“Did you think the guy made of pure sand was organic?” Smythe deadpanned.

“There *are* some striking parallels to natural organisms,” said Warren. “As I always say, biology is the most advanced robotics. Sandman can only control sand connected to his central body.

Eventually, the nanobots' lifespans run out, and the sand grains they're bonded to fall out of the hive mind. Sandman can't infest the same grain with a nanobot twice, which is why he must periodically 'eat' raw silicates so that the nanobots can self-replicate and bond the new machines to the sand grains."

"Where do they get the power source to self-replicate indefinitely like that?" asked Harry.

Smythe patted his shoulder. "That's complicated grown-up stuff. You wouldn't understand."

"There seems to be no upper limit to how much sand can join the hive mind at once." Warren flipped his clipboard around to show them a photo of an enormous Sandman towering over an oil tanker. "In theory, Sandman will run out of energy and die once he's fused with all available raw silicates in the universe."

"Yes, well, I'd rather not deal with a planet-sized Sandman, if it's all the same to you" said Smythe.

"Giving armor to super-mercenaries is one thing, but turning a person into sand seems so..." Harry faltered. "...unethical."

"I know." Smythe grinned. "Isn't it great? And now we're going to do it again!"

Harry gave a start. "*What?* You want to make another Sandman *on purpose?*"

"Gotta fight fire with fire." Smythe turned to Warren. "Is the subject ready?"

"Right over here." Warren pressed a button on the wall, causing a screen to wink on. The monitor displayed a man strapped to some sort of machinery, struggling against his restraints.

"Hello?" the man called out. "Is anyone there? Where am I?"

Harry was trembling. "That guy's not a volunteer like Mac Gargan, is he?"

"Nope. This is Norman's old demolitions expert, Morris Bench," said Smythe. "He racked up quite a debt, and this is how he's paying it off."

"Oh God." Now Harry looked more than a little ill.

"Well, if he didn't want to be mutated into a freak of nature, he shouldn't have associated with Oscorp in the first place."

"Don't worry," said Warren. "We won't make the same mistakes as Octavius. We'll be sure to include a way to control this one. I've already had some success with the subdermal armor concept. For Molten Man, I added additional nanobots whose job it was to hold the armor's shape, allowing the particles to be evenly distributed. This time, however, we'll be making the subject a shapeshifter on purpose."

"But how will making another Sandman help kill the first one?" asked Harry.

"Oh, don't worry, little Osborn." Smythe looked pleased with himself. "I've got that covered. Now, then, Dr. Warren, without further ado..."

"Yes." Warren took one last glance over his clipboard. "Oh, I hope you don't mind, but as per usual, I improved Octavius's designs. If we're not specifically trying to make subdermal armor this time, silicone granules seem like an odd choice for the nanobots to bond to. I've programmed ours to bond to molecules that are a bit more... fluid."

“SANDMAN! PREPARE FOR YOUR DEMISE!”

There was a man in a kangaroo costume standing in the middle of Brooklyn, shrieking his head off and waving around a sack of stolen cash. Huh, that was the second one this week.

“You'll pay for humiliating my idol, Frank Oliver! I am the new Kangaroo, and I will make you suffer my HIPPITY-HOP OF DOOM-”

Thwoof. A burst of sand sent the Kangaroo flying backwards.

“Man, bein' a superhero is easy.” Sandman took shape on the sidewalk.

As the police led the Kangaroo away, a brown-haired boy in a blue t-shirt approached the green-shirted superhero.

“Excuse me, Sandman, sir?” Peter held out his camera. “Peter Parker, Daily Bugle photographer. Would you pose for some pictures?”

Sandman grinned. “Sure, kid. Just be sure to get my good side.”

This felt weird. It went against every bone in Peter's body not to web his camera to the wall, change into costume, and then beat up Sandman in front of it. He wouldn't even be telling a white lie when he handed Jameson the pictures. Peter wasn't sure he could handle that.

But as it turned out, before Peter could snap a single photo, a nearby fire hydrant exploded.

Spider-sense tingling. Around the time the torrent of water formed into a humanoid shape, Peter made the call to duck into an alleyway and change into costume. He even made sure to web his camera to the wall – looked like he'd spoken too soon.

By the time Spider-Man jumped back into the scene, Sandman had already morphed himself to about double his usual size and turned his hands into sledgehammers. Across from him, the water gushing from the hydrant had almost solidified. This new supervillain seemed, for all intents and purposes, like a watery Sandman – kind of an average-looking blonde guy with a dark blue t-shirt. Or at least, that's probably what he'd looked like prior to the whole, y'know, water-powers thing. Now he looked more like a bunch of colored water in the shape of an average-looking guy.

“You know, when I told Hobgoblin I wanted more cheap knock-off villains, I was being sarcastic.” Spider-Man looked from Sandman to the new guy. “Hmm, let me guess, your name's Aquam- No, taken. Okay, you're Bubblem- Hmm, no, too 'Robot Master.' Wait, I've got it, you're Hydro-Man!”

Hydro-Man's reaction to his christening was to launch a jet stream at Sandman. Sandman had the common sense to make a hole in his chest, meaning the water punched a hole in the wall behind him. Holy cow, that was some tough water.

“Where'd you come from, pal?” asked Sandman. “What do you want with me?”

“I have- have to kill you!” From his slurred sentences and heavy panting, Hydro-Man didn't come across as the most stable of individuals. “Or else th-they... won't... let me... die...”

Sandman traded glances with Spider-Man. “Sounds like whatever happened to this guy, he didn't take it as well as me. His brain's turned to mush.”

“Any plans to beat a dude made of water?” asked Spider-Man.

“You... *can’t!*” A miniature tidal wave erupted from Hydro-Man's chest. Spidey immediately webbed up some bystanders and swung them to higher ground while Sandman morphed into a wall to take the impact.

Once the flood was past and the pedestrians were safely on a rooftop, Spidey jumped back into the fray. “So we've got Sandman, Molten Man, and now Hydro-Man. Now all we need are Windman and Heartman, and you'll be able to let your powers comb-”

“Shut up!” Another jet of water punched a whole in the wall mere inches from Spidey's beautiful, beautiful face. “Don't you see what's happened to us?” Hydro-Man launched his entire self at Sandman, but Sandman sidestepped him. “We're freaks of nature! We have to die!”

“Dude, chill for a minute!” yelled Sandman, dodging swipes of Hydro-Man's watery arms. “If you keep spazzing out like this, you'll drown innocent people!”

Hydro-Man seemed too preoccupied with flailing around like a maniac to care.

“Sandman!” yelled Spidey. “I think he's after *you.* Let's take the fight somewhere with less people around!”

“You got it, Web-Head.” Sandman obediently slithered towards the nearby beach, and Hydro-Man followed suit.

Wait, Hydro-Man was headed towards the ocean? Spider-Man was no expert on mutated water-people, but something told him that was a bad thing. “Sandman, wait!” He swung after them, but by the time he arrived at Rockaway Beach, it was too late.

Sandman had merged himself with the beach, while Hydro-Man dived into the ocean and vanished. And the next instant, well... picture a Japanese monster movie. Any Japanese monster movie. Twin behemoths, one of sand and one of water, towered over the skyline.

“Okay,” Spider-Man said aloud, “I think our friendly neighborhood Spider-Man is officially outclassed with this one. If only I had a giant robot...”

Yeah, there wasn't a lot a strong, fast guy who squirted adhesive could do against the gigantic, living elemental beasts. And that meant Spidey would be focusing on getting civilians out of harm's way while he prayed for the Fantastic Four or the Avengers or Jesus to pop out and save the day.

While Spider-Man swung around like a chicken with its head cut off, the ocean was busy punching the beach in the chest.

“Knock it off!” said Sandman. “If we could just talk things out for a minute-”

“I had a family!” yelled Hydro-Man. “I had a life! And now I'm a monster doomed to die!”

“Doomed to die? What are you-? *Agh!*” Suddenly, the region of sand struck by Hydro-Man's massive fist fell off of Sandman's body. “*What did you do to me?*”

“We have to die,” said Hydro-Man. “We both have to die.”

“Screw this!” Sandman – or what was left of him – turned into a whirlwind of dust and shot away.

“Sandman, wait!” Spidey yelled after him, but it was no good. Looked like Sandman was heading towards the nearest storm drain. So would Hydro-Man leave the ocean and follow after him, or...?

“Wait, wait!” Suddenly, the woman Spider-Man had been ferrying to safety started shrieking her head off. “My daughter!”

No. Spidey turned towards the beach. There was indeed a little girl sitting in the sand. She was staring at the massive water monster spiraling above her, paralyzed with fear. Spidey immediately swung for her, but she was too far away, and a tidal wave was coming in fast. He wasn't gonna make it! He wasn't gonna-

“I got you!” A big, sandy hand scooped the girl up and flung her into Spider-Man's arms.

“Sandman, look out!” The little girl screamed.

The next thing anyone knew, a massive wave of water hit the sand.

Harry stared at the screen. His jaw hung open. The footage from Smythe's spy-robots was of pure pandemonium as beachgoers fled from the eruption of water and sand.

Harry turned to scowl at robots’ owner. “Do you have any idea how many people Bench is about to to kill, you sociopath?”

Smythe threw his hands in the air. “Well, you can't make an omelet without breaking a few eggs.”

“*Is that supposed to be funny?*”

Smythe rolled his eyes. “Calm down, little Osborn. I've got it all under control.”

“Bench got into the ocean!” snapped Harry. “What happens when those nanobots self-replicate and merge with *the whole freaking ocean?*”

“Hydro-Man will be very, very big,” said Smythe. “Duh.”

“Didn't you and Warren put any limit on how many nanobots there can be? Aren't you worried about gray goo?”

“Actually, I've come hilariously close to starting a gray goo apocalypse on five separate occasions. Not counting this one.”

Harry's fists were gripped so tightly, his knuckles were turning white.

“Calm down, I know what I'm doing,” said Smythe. “I put a kill-switch into Bench's nanobots. At the push of a button, they'll self-terminate. Better yet, they've got a virus that'll infect Sandman's nanobots with the same programming upon contact. As soon as Sandman's contracted the virus, I press this button here-” He pointed to a panel on his hoverchair's armrest. “-and boom, no more Sandman *or* Hydro-Man.”

“That... That works.” Harry seemed to ease up the slightest amount. “So you don't want to keep Hydro-Man around, then?”

“Of course not,” snorted Smythe. “These shapeshifter-types are way too hard to control. Norman controlled Molten Man because he could switch his subdermal armor on and off, but Hydro-Man's mutation is irreversible. The only reason I got him to follow orders is because I promised him the sweet release of death.” He glanced back at the screen. “Oh, speak of the devil, I think Sandman's getting the virus now.”

“*Sandman! Sandman!*” The little girl struggled in vein against her mother's grasp.

“Yeah, I wanna save him, too, kid,” sighed Spider-Man, “but there's nothing we can do.”

How had Spider-Man beaten Sandman before? Cement? Freezing? That probably wasn't gonna work against the entire ocean. So far, Hydro-Man had only fused with the water a couple feet out from the shore, but he was growing by the minute. Pretty soon, this would be a global threat, right? The other superheroes had to show up sooner or later. At the very least, you'd think the Sub-Mariner would pop out and yell at Hydro-Man to get off his lawn.

With a deafening *boom*, Hydro-Man pinned Sandman down against the beach (Well, Sandman technically *was* the beach, but... you get it). Sandman struggled to escape, but he also happened to be the only thing holding Hydro-Man back from flooding the horde of innocent people scrambling for safety.

Sandman caught the little girl's eyes, then Spider-Man's. “I... I don't do this because it makes me happy.”

Spider-Man nodded.

The next instant, Hydro-Man merged into every last one of Sandman's pores. For a moment, the two of them squished together into some kind of giant-sized Mud-Thing... and then there was a *sploosh*, and the creature collapsed into a big pile of wet sand.

Spider-Man blinked. “Does anyone else have no clue what just happened, or is it just me?” He ran over to the wreckage of the fight, but both the sand and the water was now totally lifeless. “I guess they canceled each other out somehow.”

He scooped the mud up in his glove. Were they both really gone? Sandman could be hiding again, but Hydro-Man seemed more like the 'attack everything blindly' type. Beneath his mask, Peter shut his eyes. They'd have re-formed by now. “What I said last time... it's really true now. You finally got your big score, Marko.”

The last time Peter had said that, Marko had turned out to still be alive. Peter sincerely hoped that was the case this time, too, but the odds weren't looking great. Peter might not have understood what the heck was going on here, but he did know one thing – Whoever sent Hydro-Man after Sandman had murdered a good man. Two good men, assuming Hydro-Man was an innocent victim in all this.

Peter watched the sand slip between his gloved fingers. If Scorpion had taught him that there would always be more supervillains to fight, then Sandman had taught him the opposite – There must always be heroes ready to meet those villains. And at any moment, one of those heroes could fall… and require another to take their place. Meaning the Web-Head was *not* obsolete. And never would be.

Peter didn't know for sure who the culprit here was, but between Scorpion and Hydro-Man, he was willing to bet Oscorp was involved. He thought that particular nightmare had been over when Norman died, but it looked like Peter couldn't keep ignoring it and hoping no more supervillains showed up. He had to cut this off at the source.

As the last of the sand slipped away, Peter made a vow. This was the last life Oscorp would ruin. No more Flint Markos. No more Mark Allans. No more Harry Osborns.

The little girl stared at the sand at her feet. Rockaway Beach wasn't the most exciting place in

New York, but it was worth the wait. Sometimes you just had to be patient, that was all. Any minute now... Any minute now...

Allusion

"…yet another embarrassing day for the Avengers. The mighty Thor, their most powerful member following the Hulk's early retirement from the team-" Beside Dilbert Trilby's face, an image appeared onscreen of a big, buff, green guy before fading into a big, bluff, blonde guy. "-disrupted a wedding party taking place near the Avengers' battle with the Masters of Evil in the Bronx this morning. As this shocking footage reveals, the self-proclaimed Norse god of thunder had to be removed from the premises."

The news cut to footage of said blonde guy being dragged across some random person's lawn by his fellow Avengers – The robotic armor-wearing Iron Man and the bug-themed Wasp.

"What need have we to leave so soon, my friends?" Thor hoisted up a half-emptied wine bottle in his massive, meaty hand. "In my homeland of Asgard, weddings are a cause for GREAT CELEBRATION!"

"And also alcohol poisoning, evidently," came Iron Man's voice from behind his sleek, robotic helmet.

"Indeed! Many a good alcohol poisonings are had!"

"Wow, Tony," said Wasp, giving Iron Man a smirk, "you should pack your bags. You'd fit right in over th-"

The footage cut out, and the newsroom returned to the screen.

"The electricity-weilding superhuman's claim of being a god from a magical realm far from Earth is seen as endearingly eccentric by many," Trilby said, stone-faced. "But an increasing number are growing tired of his antics and calling for this so-called 'Thor' to end his charade – or even to seek mental help." He paused before adding, "This isn't the first time alchohol has led to eccentric behavior in New York's superheroes, as the Human Torch infamously demonstrated during his exclusive interview with us here at Action News."

Next, the footage cut to Johnny Storm slouched over on the newsroom's couch in his skintight, sky blue costume. He grinned at the brunette reporter across from him. "Nah nah nah, see, like, Reed says no one will… will believe us, but there are actually these green aliens with pointy ears who can shapeshift into any person they want. They tried to take over the government, buh we stopped them, so it'z all good." He stared into the camera for a couple seconds. "I slept with one."

On the other side of the TV screen, Aunt May let out a huff. "Honestly, the things people do for attention." She shook her head, sitting up in her armchair. "I've always said it – If we treat our heroes like rock stars, they'll act like them."

"Yeah." Peter had frozen halfway to the door, but with the report over, he grabbed his backpack off the rug and continued his trek. "Those big-time heroes always let the fame get to their heads. That's why it's better to be, y'know, an anonymous hero."

Aunt May gave him a look. "You mean like Spider-Man?"

"W-Well, I meant *any* masked hero. Like, uh… that Daredevil guy." A couple weeks back, Peter had cracked open a *Daily Bugle* to learn that there was a new vigilante running around Hell's Kitchen. Daredevil was basically the same as Spider-Man, except instead of a spider motif, he had a devil motif, and instead of webbing people, he bonked them on the head with a pair of billy

clubs. “He’s *way* too grounded and gritty to believe in aliens.”

Of course, it was a bit harder for Peter to laugh off those alien claims than it was for most people. Granted, every space enthusiast worth their salt knew about the organic slime found on John Jameson’s shuttle, but considerably fewer of them would’ve guessed it was intelligent. It was kinda eerie being the only person on the planet who knew intelligent life existed beyond the stars. The only person not in an asylum, anyways.

But, well, that wasn’t true anymore, really. Now Sophia knew, too. He had to admit, as much as Peter hadn’t wanted her to learn his secret ID, now that the band-aid had been ripped off… having someone to confide in felt pretty nice. To be honest, he couldn’t wait to see more of Sophia.

“Where the heck *is* Peter?” After five minutes, Sophia stood up from the picnic table, sending frogs and squirrels and salamanders scattering every which way.

A pigeon landed on her shoulder. *I spotted him with the blonde girl you hate*, said Tailfeathers. *Want me to peck her eyes out?*

What did we say about pecking eyes out? Sophia let out a groan. *Look, I don’t hate Gwen. I just…*

You wish to mate with the boy, and that girl is a competitor! spoke up Meatsmell from her side. *Have you tried growling at her?*

Just take me to him, Tailfeathers.

The bird fluttered off, and Sophia hurried after her. Tailfeathers brought her to the parking lot, where Peter was indeed walking side-by-side with an unmistakable headband-wearing blonde.

Honestly, Sophia never would’ve guessed “straight A student” was Spider-Man’s type. She thought about walking up to the two of them, but, well, what Sophia really wanted was to ask for a do-over after her and Pete’s date ended early yesterday, but she didn’t have the brass ones to ask right in front of the competing mate- err, girl.

“Doesn’t feel good, does it?” said an accented voice.

“Huh?” Sophia spun around to find another girl frowning at her. One whose dark brown hair fell around the shoulders of a cheerleader uniform. “Liz Allan?”

“You must be the new girl.” Liz nodded to her. “Heard you were hanging out with Petey.” Oh, great, Peter’s ex. Just the person Sophia wanted to talk to right this very second.

Another competitor! Tailfeather’s chest puffed out. *GO FOR HER EYES! GO FOR HER EYES!*

“Y-Yeah,” said Sophia, soothing her bird with an idle hand. “Why?”

Liz’s gaze traveled to the parking lot’s horizon, which Peter and his one true love were vanishing over. “Just wanted to warn you i-in case you’re interested in him… We dated for a while. It didn’t work out.” Now said gaze was on her own feet. “Even if he doesn’t know it himself, I honestly don’t think Petey’s got eyes for anyone but Gwen Stacy.”

A rush of air escaped Sophia’s mouth. “Yeah, I’ve been making that discovery.”

“And even if he did hook up with you, he’d always be running off to take pictures for the Bugle. Not the most satisfying relationship ever, really...” With that, Liz turned away. “Anyways, I need to get to practice. Just giving you the heads up.” She scurried off across the pavement.

Sophia was about to scurry off herself, see if she could catch the bus, but then, to her surprise, a third figure approached Peter and Gwen, halting their march. Judging from that stripey red hair, he could only be the Osborn kid. The guy practically wedged himself between the other two. There appeared to be a somewhat terse discussion, and then Peter slinked back to the heart of the parking lot while Harry led Gwen away by the arm.

"Pete?" Sophia ran up to him. "What happened?"

"Oh, it's nothing." Peter barely looked up at her approach. "Harry just wanted to talk to Gwen in private, so he'll be walking her to the ESU lab. I'll- I'll find another route there."

"Look, I'm new, so I'm not up to speed on the student body's interlocking web of relationship drama…" Sophia ran her fingers through her messy hair. "...but, like, how serious are Harry and Gwen? Because it seems a bit unhealthy to be pining after her if she's-"

"There's nothing between them!" Peter replied with disarming speed. "She- She only dated Harry to make me jealous or something. Gwen was gonna break up with him, but then his dad died, and now she's waiting out of courtesy, but once enough time's passed-"

"-she'll leave him for you?" Sophia raised an eyebrow. "What, did you two, like, work out some scheme behind Harry's back?"

Peter winced. "It sounds so harsh when you put it like that..."

"So then..." Sophia shook her head, almost in disbelief. But she shouldn't have been so surprised, she knew. "...I was fighting a losing battle from the start, wasn't I?"

Slowly, Peter met her eyes. "I'm sorry, Sophia. It's not that I have anything against you. I mean, you're really cool, but like I said, I don't want to lead you on."

"Well, if that's how it is, I've got nothing against being your friend." Sophia shook her head, smiling. "How about you introduce me to your dream girl so I can be buddies with her, too?"

"Yeah, that sounds good." Peter smiled, not bothering to mask his relief. "Thanks for understanding, Sophia."

"And thank *you* for not treating me like a freak for having animal-talking powers." Sophia smiled back. "But I guess this means our date will never get renewed for another season, leaving tons of unresolved plot threads?"

"Sorry." Peter smiled, too, though his was less wistful and more apologetic. "I mean, we can still hang out in, like, a platonic way. I mean, you know my big secret. Having someone to talk to about it is such a relief..."

"You're right. It *is* a relief." Suddenly, Sophia's hands were on her hips. "But wouldn't it be even *more* of a relief if you could confide in the woman you love instead of just the one you're platonic towards?"

"You want me to tell Gwen?" Even the suggestion was enough to make his eyes go wide. "But-"

"But *what?*" Sophia stepped towards him. "*I've* proven trustworthy, and you've only known me a couple days. Gwen's been your best friend for years, right? What do you think she'll do, call the FBI? If she's as smart as you tell me she is, she'll realize dating Spider-Man would be, like, the greatest thing ever."

Peter had no reply.

“Do you trust this girl or not?” asked Sophia. “What are you so afraid of?”

Something about Harry’s face seemed off, but Gwen couldn’t put her finger on it. His eyes were a bit twitchy, she guessed.

“So,” he said, “what were you and Pete talking about?”

“Oh, n-nothing, really.” Gwen tried to push ahead of him on the sidewalk, but Harry kept pace. “Just, y’know, having a chat.” A chat whose subject may or may not have been Sophia Sanduval – and how sorry Peter was to have upset Gwen by going on a date with her.

“Yep, that’s our old pal Peter. Always good for… *chatting* with.” Harry’s tone made Gwen pause.

She turned back to frown at him. “Is something wrong?”

“I don’t know,” said Harry. “*Is* something wrong?”

“*Harry…* Keeping secrets doesn’t do *anyone* any good. If there’s something you need to tell me...” It took more of an effort than Gwen would like to admit for her to place a hand on her boyfriend’s shoulder.

She waited for him, but Harry chose to stay silent.

“I have to warn you, your friend was moved to the intensive care wing. It’s… a bit disturbing in there.”

Dr. Kafka was a lot prettier and a lot less male than Gwen had been expecting. The name had made Gwen think of a stereotypical German mad scientist, but Kafka was actually a friendly-looking Asian woman. She led Gwen and Peter through the halls of Ravencroft, glancing down at her clipboard as she spoke.

“His condition hasn't significantly improved since he arrived. My leading theory is that an outside agent chemically altered his brain activity.” Kafka gave the kids a piteous look. “I just want you to know this might be disturbing. This isn't the friend you knew.”

Gwen tried her best to look like she wasn't coming apart at the seams. “I've been close to him for years. I need to see him.”

As the three of them passed the lounge area, a voice from a nearby sofa called out, “Ah, Miss Stacy! I'm glad to see you're doing well.”

Gwen drew closer to Peter. “I'm sure you're *so* concerned for my well-being.”

The short, chubby man simply smirked at her. The light reflecting off his square glasses made his eyes look pure white.

“Don't be afraid,” Dr. Kafka whispered to Gwen. “He's never shown any violent behavior. At least not with his current set of limbs...”

“It was nothing personal, Miss Stacy. Just part of the plan.” The man took a sip from his coffee mug, which had the words “EVIL GENIUS” proudly emblazoned across it.

After that, Dr. Kafka led Gwen and Peter down into the intensive care wing. Unlike the floor

above, this wing was less of a cozy lounge area and more of a stark, barren hallway filled with reinforced doors. On the far side of the hall, a man was being led away, screaming, “You don't understand! I'm not a human! I'm a grizzly bear!”

Gwen forced herself to keep her eyes on Dr. Kafka and not on the patients' living quarters, which looked distressingly similar to prison cells. Christ, and she’d thought her granny’s nursing home had been bad.

But apparently, Gwen was quite popular around here. “Gwen? Gwen Stacy?”

Gwen reluctantly turned to one of the more heavily reinforced cells, where a man in a green containment suit was staring at her. It was hard to make out his expression behind his helmet's vizor, but Gwen thought he looked hopeful.

“I remember you!” said the man. “You're one of the ESU lab interns!”

“M-?” Gwen was cut off by Dr. Kafka grabbing her arm.

“Don't use the M-word,” she said in a harsh whisper. “He *will* get upset. Call him 'Electro.'”

Gwen sighed, then gathered the courage to walk to the edge of the cell. “Hi, Electro.”

“Is Dr. Connors any closer to a cure?” Electro asked.

Gwen shook her head. “I'm sorry. The funding went dry – The Connors had to move to Florida. Now a man named Miles Warren is in charge of the lab. Maybe he can-?”

“*Don't lie to me! You've given up on me, haven't you?*” Suddenly, Electro was slamming himself against the door, screaming for all he was worth. “*You left me in here to rot! Well, I don't care anymore! I don't want a cure! I like having power! I'm Electro now! ELECTRO!*”

It was at this point that Dr. Kafka hurried Gwen away from the cell.

“I'm sorry about that,” she said, “but please bear in mind his condition is causing him constant pain. He's handled it remarkably well, all things considered.”

“If you say so...” Gwen did feel sorry for Max, but there was only so much sympathy she could have for someone who'd helped hold her hostage as part of a plan to hijack government computers.

The three of them stopped outside another door. Here they were.

“You're a brave girl. I'm glad you've come to visit him.” Kafka gave Gwen a strained smile. “The poor man has no living relatives. Seeing a familiar face should help his recovery.”

“Thanks,” Gwen said dully.

“Will you be okay if I wait out here, Gwen?” Peter gave a look of apology. “Sorry, I don’t want to ditch you, but I’m sure I’m the last person Eddie wants to see right now.”

Gwen gave a slow nod.

“Oh, and Gwen? Uh… Eddie’s still not quite in touch with- with reality, y’know?” Peter cleared this throat. “So if he says anything about me...”

“I know.” With that, Gwen took a deep breath. “Well, here goes nothing.” She pushed the door

open, leaving Peter and Dr. Kafka behind in the hall.

Gwen had known coming in that this was going to be hard to watch. Seeing someone in a straightjacket was never easy, especially if you knew them back when they were a sane, well-adjusted person. What Gwen hadn't been ready for was that... that look in his eyes. Like he'd murder her given half a chance.

Spider-Man had asked her to stay away from here. Gwen sure as heck hadn't forgotten that. The thing was, the dread – the creeping sense of unknown horror – had nearly eaten Gwen alive. She had to silence it. Had to silence her nightmares.

The first thing out of Eddie's mouth was, "*Do you have it? Give it back! I need it!*"

Or this visit could make her nightmares ten times worse. One or the other.

Gwen had wanted to give him a reassuring smile, but it was quickly becoming apparent that wasn't gonna happen. "H-Hi, Eddie."

"*I need it! It loves me! It loves me!*"

Gwen pulled up a chair and seated herself at his bedside. "What do you need, Eddie?"

"The alien. Do you have it? Is it in your clothes?"

Great. Whatever that slime was, it'd basically turned him into Gollum. "No, Eddie, I don't." Thank god. The thought of that stuff touching her made Gwen break out into a cold sweat.

"*Please! Please! You have to give it to me!*" This seemed to drive Eddie into a frenzy. He thrashed even harder against his restraints.

"Eddie..." Gwen brought a hand to his cheek. "You almost lost your job because of that alien, didn't you?"

Eddie's face contorted into a snarl. "Because of Spider-Man."

"I know... *The Daily Bugle* said he stole it." But then, *The Daily Bugle* said a lot of things about Spider-Man. Gwen was willing to bet he'd been trying to stop that cat burglar, not working with her. "That's why you had to drop out of college, isn't it?"

"Give it to me! It doesn't love you, it loves *me!*"

"Eddie, are... are you that black monster?" asked Gwen. "Are you Venom?"

Eddie's face lit up. "Yes! We're Venom! And we're going to ruin Spider-Man's life! He'll pay for rejecting us!"

Gwen sprang from her chair. "You tried to kill me!"

"Yes." Eddie giggled to himself. "We know who he loves the most..."

Deep breaths, deep breaths. The alien wasn't here right now. Clearly, *it* was the monster, not Eddie.

"Loves the most?" said Gwen. "What's that supposed to mean?"

"*Heh heh heh…*" At this, Eddie grinned. "Peter Parker is Spider-Man." Right. Peter had been afraid he'd still be raving about that.

Gwen knelt down, touching Eddie's arm through the jacket. "How do you know that, exactly?"

"It told me," said Eddie. "The alien told me."

"Eddie, c-c'mon, try and think rationally here. Science is, like, your whole life. You know better than to jump to conclusions without any real evi-"

"*It showed me his memories!*" Eddie was back to struggling against his restraints. "The- The field trip. The spiders." Field trip? Spiders? Was he just saying random-?

The pieces made an almost audible click in Gwen's head. The ESU lab. She had to clean the glass on those darn spider exhibits, like, every other day. The spiders that had Dr. Connors' serums incubating inside them. The early drafts of what would eventually help him regrow his arm… by transferring the properties of animals into humans.

For a frenzied second, Gwen had the urge to call up Mrs. Connors and be all like, "I TOLD YOU! I FRIGGIN' TOLD YOU THERE WAS A SPIDER MISSING! IN YOUR *FACE!*"

"So how was Eddie?" Peter asked as he and Gwen made their way out Ravencroft's front entrance. "Still not making any sense?"

"Yep," said Gwen. "No sense at all..."

"C'mon, I think the subway station's just over-" As they reached the sidewalk, Peter paused, then turned back to frown at her. "You okay? You didn't get replaced by a Skrull back there, did you?" He laughed. "You heard about those? They're, like, these green alien things Human Torch believes in-"

"I'm okay," Gwen suddenly said. "Just doing some intense thinking."

The two of them continued their march to the subway.

"How were you so good at football all of a sudden?" Gwen blurted out.

She might as well have just smashed a defibrillator on Peter's chest. "What? I hit the gym over the summer. I-I was sick of being a scrawny nerd. That's why I swapped my glasses for contacts. I mean, it's not like you didn't have the same idea." He nodded to her own, glasses-less face. "Why are you-? Is Eddie still saying I'm the Web-Head? Gwen, you *know* he's having delusions-"

"Sorry, sorry." The next second, Gwen was burying her forehead in her hand. "I know you're not. If you'd gotten spider-powers, I'd be the first person you'd tell."

Silence. Cold, dead, silence.

"Peter?" Now it was Gwen's turn to frown at him. "Did *you* get replaced by a Skrull?"

"Gwen… what if-?" If you were wondering how that sentence was gonna end, then you were just as clueless as Peter. It was an especially difficult one to finish, seeing as a massive spaceship had just appeared in the sky.

That's right, a spaceship. Peter couldn't have known that at a glance, really, but his brain honestly had no other word to describe the thing. One second, the sky was clear and blue, and the next, it was filled by a twisted, gray structure that looked like it spanned the whole island. Honestly, Peter didn't know if it was really really big, really really close, or both.

Screams filled the air from every last the pedestrians on the sidewalk. Including Peter and Gwen.

"*What-?*"

"*Oh my-!*"

"*Holy-!*"

These and countless similar phrases reverberated across the street. Not a single person on the block had planted their head anywhere but skyward. It was like the ship had paralyzed the whole city. And now the people of Manhattan could do nothing but watch as the side of the spaceship unfolded… allowing a man to pull himself to his full stature.

A man bigger than a skyscraper. A man decked out in bulky, deep violet armor. A man wearing a tall, cylindrical violet helmet complete with a pair of angular metal thingies jutting out the sides like a bent tuning fork.

"My journey is *ended!*" His voice set off car alarms. Peter wanted to say it sounded deep but also, like, scratchy and- and ethereal. But the more he tried to pin it down, the less certain Peter became that it resembled any kind of sound he'd ever heard before. "From this island, my herald has summoned me out of the deepest reaches of space. He has done well, for he has discovered a planet teeming with organic life. A planet that shall sustain me until I have rendered it barren."

A massive fist pointed to the sun. "*So speaks GALACTUS!*"

Liz had meant to go straight home after cheerleading practice, but she ended up stopping by the one person in the whole school who looked as miserable as she felt.

"Harry?" He'd been sitting on the rim of entrance yard's fountain, staring off into space, but Liz's words pulled him back to Earth.

"Liz? And here I thought I was too nerdy for your standa-" Harry did a double take. "Whoa, what's eating you?"

"Oh, it's just…" Guess Liz looked as miserable as she felt, too. "I can't stop thinking about Mark. When someone you love gets addicted to whatever, and- and something horrible happens to them because of it… it's hard not to blame yourself, y'know?" She trailed off. "And then to kick me while I'm down, I'm, like, ninety-nine percent sure Gwen and MJ conspired to break me and Petey up."

Harry stared at her a moment. "I'm sorry. That- That really sucks."

But Liz soon shook herself out of it. "I don't know why I'm telling you this. I'm just in a weird mood. Anyways, what's eating *you?*"

No response.

"Harry?"

Harry pointed behind her, mouth agape. "It's gonna be *that thing* in a second!"

If she'd tried to guess what was behind her before spinning around, Liz probably wouldn't have settled on a giant, purple man in spaceship floating above the skyline.

"My journey is *ended!* From this island, my herald has summoned me out of the deepest reaches

of space. He has done well, for he has discovered a planet teeming with organic life. A planet that shall sustain me until I have rendered it barren." A massive fist pointed to the sun. "*So speaks GALACTUS!*"

"*Qué c-?* What *is* that?" She took a step back, trembling. "And if it's from space, why's it speaking Spanish?"

"What?" Now Harry was looking at her funny. "Okay, I know you're in shock, but that's clearly English."

"Are you deaf? It's Spanish!"

"I don't even speak Spanish and I understood it just-!" You could see the realization creeping into Harry's eyes. "Wait… I-It must be some kind of H. P. Lovecraft thing. I can't believe this is-"

"Harry-?" Liz started towards him, but Harry was already sprinting away, not even bothering to retrieve his backpack off the ground. "What are you doing?"

"What does it matter?" Harry shot back. "*The world is ending!*"

"The world is ending," said Gwen. "The world is ending."

Peter could scarcely hear her over the mob. It was turning into the least fun part of *Lion King* up in here. Faceless masses stampeded this way and that. They weren't even all running the same direction. Where was there to run? Nowhere on this whole island was free from the spaceship's shadow.

But even worse than the people who were panicking were the ones in a sound enough state of mind to take advantage of the situation. Shop windows were being smashed in, and citizens were helping themselves to as much free swag as they could carry.

The giant purple alien might have been outside Spider-Man's weight class, but looters were right up his alley. And speaking of alleys, he ducked himself into one. With everyone in Manhattan so panicked, he barely even needed to bother hiding before changing into costume.

Or he wouldn't… if not for the girl superglued to his arm.

"*O-Oh god.*" Gwen collapsed onto the alleyway's pavement, chest heaving as she leaned against a trash can. Her grip on his arm was enough to pull Peter down with her. "*This can't be real.*"

"Gwen, I-" Peter met her wide, trembling eyes. "I think you're safe here."

"*That thing's about to eat the planet!*" shrieked Gwen. "How is *anyone* even the *tiniest* bit safe?"

"Gwen..." Peter forced himself to inhale. "I'm really, really sorry, but I need to leave you here for a second. I won't let this alley out of my sight, I swear-"

"*You have to leave?*" Gwen looked torn between wanting to kiss him and strangle him. "But you-! I-! Don't you *dare* tell me you need to take pictures! There's not gonna *be* a Daily Bugle to sell them *to* in a minute!"

"You were right, Gwen, th-this isn't real!" Peter stammered. "I've seen this kinda thing before. It's a-a-a hologram or something-"

"That thing's voice *shook the ground!*" Gwen snapped back. "You're in denial. The world is

ending and you're in denial. *You're panicking!*"

"*I'm not panicking! YOU'RE panicking!*"

"*The planet's about to explode or something! Peter, we're going to DIE!*" Now both her hands were yanking at his arm. "Please, just- just stay with me."

Peter forced a deep breath. "Okay." Gently, he seated himself on his knees opposite her. "Okay, Gwen. I'm here."

"Peter..." Her forehead touched his. "I love you. I've loved you since seventh grade. I know I told you that already, but I don't want you to think I've just got some childish crush." Their faces hadn't been terribly far apart to begin with, but now they were even less so. "*I love you with all my heart-*" Before Peter had time to blink, Gwen was going a million words a second. "*-and I want to spend the rest of my life with you and I can't stand Harry #$*% him he's an asshole and you're literally the only person I've ever had sex fantasies about besides like Andrew Garfield and Tom Hiddleston and I'm sorry I waited all these years to tell you I've been so scared I didn't think you'd want me and when you said you'd dump Liz to be with me I… I...*" She'd finally run out of steam.

She flinched – A palm had touched the back of her hand. "I love you, too. Even if I was too stupid to realize it till recently."

Gwen made a noise between a laugh and a sniffle. "You *are* Spider-Man, aren't you? You… wouldn't want to leave me otherwise." Silence. "It's okay, Peter. Go."

A second passed. Then Peter's hand left hers. His t-shirt and long-sleeved undershirt were removed in one smooth motion, revealing the red spandex beneath.

Gwen stared at the spider-logo a moment, then shut her eyes. She nodded.

Peter slipped on his mask, rose, and turned back to the street. He aimed a web-shooter at a far-off building. "Just let it be said that if I *hadn't* been Spider-Man, this conversation would be taking a *super* awkward turn right now."

Gwen laughed, but it didn't last long. "Are you gonna fight Galactus?"

Spider-Man hung his head. "I don't think I *can*. I don't know if *anyone* can."

"Look!" cried a voice from the street mob. "It's the Fantasticar!"

Out of nowhere, the whole crowd halted as people's heads once again went skyward. The iconic aerial vehicle was little more than a speck in the distance from here. It almost looked like a white pimple on Galactus's nose.

Luckily, though, that spider bite had given the Wall Crawler twenty-twenty vision, meaning when he squinted, he could make out an elongated blue arm protruding from the car – which could only belong to Mister Fantastic, leader of the Fantastic Four and living Stretch Armstrong extraordinaire. There was probably something in Mister Fantastic's hand, but it was way too tiny to see.

But whatever it was, it caused a certain Hungry Hungry Hippo to recoil as if a Galactus-sized pistol had been put to his stupidly-shaped head.

"*The Ultimate Nullifier?* In the hands of a *human?*" Galactus's voice was reverberating around the street again. It still sounded ethereal and all, but it was missing some of the, err, grandeur it'd

held last time.

There was a pause, and then Galactus responded to words only he could hear: "*Hmph*. Very well. There are other life-bearing planets to devour. But for his betrayal, I henceforth revoke my current herald and strip him of his powers of space-time! SO SPEAKS GALACTUS."

There was a blinding flash, and then a *whooosh*, and then the sky was clear again. Dude had up and vanished.

"It's… It's over?" Gwen breathed. "Just like that?"

Spidey turned back to smile at her, though it was an empty gesture in light of the mask. "What I tell ya? Hologram. One of my rogues gallery, Mysterio, actually has a whole shtick around this kinda thing."

"Oh. Okay, then. I'm *not* gonna die." Even with the threat ended, Gwen remained knelt down in the alleyway, hugging her knees tight. "Except of embarrassment..."

"So." Spider-Man stepped towards her. "Tom Hiddleston, huh?"

And now Gwen was once again struggling to give him The Look without glasses. "Oh, like *you've* never thought about Tom Hiddleston."

There was a moment of silence. Then a much longer moment of riotous laughter.

"*I seriously thought a giant purple guy was gonna eat the planet!*"

"*You should'a seen your face!*"

It took a minute for the two to collect themselves. Finally, Gwen returned to her feet, wiping her eyes. "Wow. This has been a day. You're really-?" She looked back up at Spidey. "I watched you change into costume, and I *still* don't believe it."

"What, you think I wear this thing under my clothes at all times just to mess with you?" More laughter.

"I don't know, anything's *possible*." Good, good, Gwen's lips were back in the curled-upwards position where they belonged. "Maybe I need to see some proo-?"

Thwip. A strand of webbing yanked her forward. She almost tumbled to the pavement.

Good thing a superhero was there to catch her. The two of them held that pose, Spider-Man gazing into her big, sea blue eyes, and Gwen gazing into to his even bigger white ones. "Don't tell Aunt May. She'll ground me until the end of time."

"My lips are sealed." There was a giggle. "Metaphorically speaking..."

"G-Gwen..." She was rolling his mask up over his chin. Peter had a dim recollection of someone having done this to him before, but he was honestly having trouble thinking of any girl right now who wasn't blonde with a headband. "What about Harry?"

"Who?" asked a breathless Gwen.

Peter had always wanted to try his hand at The Look.

"I-I didn't wanna to break up with him over text – the mean way – but I swear I'll do it." Those sea blue eyes of hers weren't growing any smaller. "In a second..." In fact, they were growing

bigger… bigger...

"*Gwendolyn*."

"*Dad!*" Gwen's head pivoted towards the grizzled, white-haired police chief standing at the alley entrance. There was plenty of room for her head to do that, seeing as it was a good three feet away from Spider-Man's. "We were just-!"

"I'd hoped you hadn't wandered too far from Ravencroft yet." Gwen's dad peered at the two of them, folding his arms. "It's a relief to see you're… in good hands."

"No broken teeth, Miss Stacy!" Spidey ripped the web-strand off Gwen's jacket before springing onto the alley wall. "Th-That's good." He looked down at Gwen's dad. "You keep her out of trouble, sir! I have to save this girl from danger *all the time*. Such as from- from getting elbowed in the face during the panic just now." It occurred to him that he should roll his mask back down over his chin. "*I was also elbowed in the face.* We- We were checking each other at the same time. More efficient that way."

He looked to Gwen. She was screaming at him with her eyes.

"I should go! Who knows how many other citizens need their teeth checked?" *Thwip*. Spider-Man was gone.

Gwen's brain had burned out a long time ago, so now she was merely slouched in the passenger seat of her dad's cop car. She was dangerously close to drooling.

"So," said her father, eyes on the road, hands on the steering wheel, "how were Spider-Man's teeth?"

"*Dad!*" If there was any remark capable of waking Gwen from her vegetative state, it was that one. Geez, her dad was *way* scarier than Galactus.

"It's alright, Gwen." A soft chuckle escaped his throat. "I'd been wondering when you'd figure it out."

Gwen's seatbelt went tight. "Figure *what* out?"

Another chuckle. "Well, I certainly hope you weren't inspecting the teeth of a total stranger..."

Gwen's only reply was to blush even harder. Always the detective, wasn't he?

Checking her phone was about a billion times easier than looking her dad in the eyes right now. Currently, there was nothing on Gwen's phone but the wallpaper of her mom. Gwen's head wilted. She didn't know what she'd expected. Even with Galactus gone, there were sure to still be rioters and looters, and it turned out the object of Gwen's affections dealt with those kinda people as a hobby. Guess Gwen would have to get used to that.

Man, though, Gwen couldn't even begin to fathom how much stress Peter was under. Constantly putting his life on the line, being attacked by supervillains every other day... It must've been a nightmare.

"Whoohoo!"

Spider-Man sailed through the skies of New York City and landed in the middle of the street

across from some of the many broken shop windows and screeching alarms. Before him stood a man in a monkey costume holding a plasma screen TV box.

“You've finally met your match, Spider-Man!” The guy pulled himself to his full height. “I... am... THE GIBBON!” (Said height was about five feet tall.)

Spidey held out his hands. “You... are... the perfect target practice for my shiny new web-shooters!”

Thwip.

From inside his cocoon, the Gibbon muttered, “I thought they were organic...”

Peter was really Spider-Man. Just thinking it made Gwen's head spin. *Peter Parker* was the one who’d saved her life from lizard-people and electricity-people and octopus-people and slimy alien-people and probably some other types of people she was forgetting. In one fell swoop, Peter had gone from being the cowardly-but-cute guy who fled from the villains and took pics from a safe distance to… to Mr. Skintight Spandex.

Suddenly, the phone's screen winked on. Gwen almost cried out in delight. Until she actually read it.

Come over NOW. Found more of the Green. I need you.

Gwen’s cry wasn’t as delighted as she’d have hoped. “*Dad! Dad!*”

Gwen raced into the penthouse to find Harry hunched over on his living room couch, staring out the window.

“I'm here, Harry! What happened?”

“There- There was- They raided Menken's apartment,” Harry stammered. “They found so much Green. It's all downstairs. For a second, I thought the world was ending. What did I have to lose anymore, right? It would’ve been so easy to just… slip down there and...” His voice broke.

“Harry...” Gwen seated herself and wrapped her arms around him. “I will *never* let you go back on the Green.”

“I know, Gwen... I know...” Harry’s face became buried in her shoulder.

“We need to tell your mom.” Gwen placed a hand over his. “Something’s bothering you, Harry. Ever since that Hobgoblin guy attacked you… Please, you have to tell me what’s really going on with-”

“Nothing’s ‘really’ going on, Gwen, I swear.” Harry was trembling. “All you need to know is that I love you, and when I’m with you, everything is okay.” His face was growing closer. “I love you *so much*. You know that, don't you? You're my savior.”

For the umpteenth time today, Gwen’s cheeks grew hot. “Harry, that's-”

She couldn’t get five words in before his lips were on hers.

Anthropomorphism

Chapter Notes

See the end of the chapter for notes

Gwen watched the buildings zoom by. Her head was about to explode. Peter was Spider-Man and Eddie was Venom and Harry had kissed her and she'd let him and she had a paper due tomorrow that she hadn't even started on.

“Gwen?” From the driver's seat, her father broke her out of her thoughts. His eyes stayed fixed on the road as he spoke. “I'll be blunt. I know this is the oldest 'dad saying' in the book, but I don't like your boyfriend.”

Gwen tensed. “I'm only trying to help him.”

“That's noble of you, but Harry has a mother and a therapist who probably costs ten times as much as ours. It's their jobs to help him, not yours.”

“The truth is… I don't like Harry, either.” Gwen impulsively touched her nose – force of habit from her glasses-wearing days. “I was about to break up with him, but then his dad died.” For not the first time, she was tempted to inform her father that Harry's dad had turned out to be a bomb-throwing maniac in a goblin costume, but she bit her tongue. She’d stomped over Harry’s feelings enough as it was. “If I leave him, he could get back on the Green.”

“Yes, and he *knows* it.” At the red light, Gwen's dad hit the breaks a little too hard. “I've seen my share of recovering addicts, Gwen. I know how they think. Why would Harry ever want to get better if it means his girlfriend will leave him? All you're doing is digging yourselves deeper.”

“Okay, okay, you're right.” Gwen glanced at her phone. Still nothing from Peter. “I'm going to break up with him. I just need to find the right moment, that's all.”

Silence filled the car.

“Hey, uh, Dad?” Gwen could feel her cheeks growing hotter. “Random question: How would you feel about your daughter dating a superhero?”

“Depends.” Her father smirked at her through the rear view mirror. “We talking Steve Rogers or Tony Stark?”

“Well, this one *does* wear red, white, and blue...”

“I'd say associating with Spider-Man puts you in danger, but being my daughter does that anyways.” Her father let out a sigh. “Octavius is in Ravencroft, and the tech he stole is at the bottom of the ocean, but I wouldn't put it past him to have backups somewhere. And Toomes, Beck, and Kravinoff are still at large. That's half the Sinister Six.”

“The Terrible Three?”

“Sure. The point is, they may want leverage over me again, and...” He took his eyes off the road long enough to smile at her. “...I wouldn’t object if Spider-Man had some added incentive to keep you safe.”

Thwip. Sometimes, when Spidey was really lost in thought, he'd swing circles and circles around

Times Square. It got to the point where dozens of webs hung off the same few buildings like a horde of giant spiders had come through.

Spidey couldn't help but titter to himself as he looped around a flagpole. Having a girlfriend who knew he was Spider-Man would be all kinds of awesome. Really, it was a good thing Peter had dated Liz before Gwen – It'd been a great proof of concept that secret identities and dating lives didn't mix. He wouldn't make the same mistake with Gwen. He'd be completely transparent with her. Peter wasn't just infatuated with her because she batted her eyelashes at him – He really loved Gwen. Even when Eddie and Harry had turned into creeps, Gwen had always been there for Peter, had always cared about him. It'd taken Peter a boneheadedly long time to realize it, but Gwen was more than his best friend.

When it'd seemed like the planet was gonna get eaten, Peter hadn't thought about Liz or Black Cat or even MJ. Only Gwen. Well, okay, obviously, he'd also wanted to see Aunt May before the world went kaput, but he'd hardly time to call her before the Fantastic Four fixed everything.

Or before they, as today's Daily Bugle so boldly proclaimed, dispelled their Galactus hologram when they realized the prank had gone too far. Yeah, that was a considerably easier pill for the general public to swallow. Though nobody could really explain how old 'Lactus shook the ground or always spoke the native language of the listener, which, naturally, meant Mister Fantastic had been blamed for it. He *was* the smartest man in the world, after all.

And as for what Peter believed, well… Venom was one thing, but Galactus was a whole different ballpark. Truth was, while Peter didn't think the Fantastic Four were to blame, he *did* think the whole thing had been a hoax. For the sake of Peter's own sanity, if nothing else. Mysterio was still at large, right? It'd been Mysterio. Definitely.

Besides, it was hard to dwell on yesterday's alien invasion when *Gwen knew his big secret.* To be honest, Peter was glad – Hiding his secret identity from his loved ones was the hardest part of the job, not to mention the reason Eddie was in Ravencroft right now. But at the same time, the fact that Eddie was still blurting out Spidey's identity to anyone who'd listen didn't bode well. Weren't Doc Ock and Electro in Ravencroft, too? What if they overheard Eddie's ramblings? Or worse, what if Oscorp found out?

Spider-Man was reasonably sure Oscorp was to blame for his supervillain troubles – He didn't know what other organization in New York had the will and the resources to go after old Web-Head like this. The trouble was, Oscorp was a huge company that employed a whole bunch of people. They couldn't *all* be in on the conspiracy, could they? It was probably only the higher-ups. Stormin' Norman had obviously known what was up, but he was six feet under now, and Donald Menken was in Ryker's. That was two goblins down. Who did that leave? Harry? No way. Just because he was recovering from goblin-flavored steroid addiction didn't mean he was an amoral monster. But... grr, Spidey couldn't think of any better suspects. Guess he'd be investigating Harry after all. And right when he'd been getting used to *not* thinking of Harry as the Green Goblin.

Wait. What about Professor Warren? Err, the college professor at Empire State, not his brother at Midtown High. Miles Warren been all buddy-buddy with Norman, hadn't he? Maybe he was continuing the Goblin's work? Spidey wouldn't put it past him – Warren was a total creeper. That settled it. Spider-Man would swing over to Empire State right now and-

Riiiing. Another shop alarm? Were people *still* looting? *This ought to be good.* After webbing his camera to a flagpole, Spidey dropped down to the street to find a familiar face in a bear costume running off with a fistful of jewelry.

"Maxwell!" he called out. "It's been too long! Out of Ravencroft, I see. How are the ribs doing?"

“Spider-Man!” The Grizzly made his most ursine snarl. “I will crush your bones in my jaws!”

“The Daily Bugle really raked me over the coals last time, so before I clock you, I want to make it clear that as a total nerd myself, I respect all internet subcultures. I was only kidding before. It's not what you look like on the outside that makes you a complete doof-”

“*Raaaaaarwr!*” Spidey ducked a swipe of the Grizzly's claws.

“Don't worry, I'll be sure to give you a nice soft tap this time.” He smashed his fist into the Grizzly's hairy chest- *Clang.* -and then fell backwards, clutching his knuckles. “Ow, what the-?”

“Surprised?” The Grizzly grinned. “It's a steel exoskeleton. I took your advice – Now the suit actually *does* give me super strength.”

“Wow, you're learning.” Spidey backflipped out of range of the Grizzly's claws. “At this rate, maybe you'll finally pass kindergarten.”

Spider-sense. But where-?

A black portal opened by Spidey's head. *Crack.* Before he realized what was happening, a fist popped out to smack him in the face.

“Hear that, Grizzly?” Out stepped a man in a white, skintight one-piece covered in black polka dots. “Kindergarten, he says.”

“Ohhh, I get it.” The Grizzly cracked his knuckles. “He's saying I ain't passed kindergarten yet because I'm stupid. Ha. Funny.”

From his smear on the pavement, Spidey feigned applause. “Very good, Maxwell.”

Spider-sense again? Spidey tumbled out of the way, narrowly avoiding a third supervillain smashing into the pavement.

“If you wanna patronize someone, why don't you patronize THE GIBBON?” The Gibbon pulled himself to his full stature, which seemed to be a good foot taller than last time.

“Well, if you ins-” *And it tingles a third time*. Spidey hopped into the air, landing on a flagpole just as the Kangaroo emerged from one of Spot's portals. He took his place beside his comrades.

“Finally, I can get revenge on the man who put my idol, Frank Oliver, behind bars.” The Kangaroo cackled to himself.

“Actually, that was Sandman, remember-?”

“DON'T TRY TO CONFUSE ME WITH YOUR MIND-TRICKS, WALL-CRAWLER!”

The team of Grizzly, Spot, Gibbon, and Kangaroo II approached Spider-Man in unison.

“You've finally met your match, Web-Slinger,” said the Spot. “We are the Spider-Man Revenge Squad!”

“Oh no,” said Spider-Man. “I'm in trouble now. Move over, Sinister Six.”

Whoa, what the-? The next thing Spidey knew, Gibbon and Kangaroo were flying at his face. It took every last drop of his spider-reflexes not to get punched again. *Man*, they were fast.

“Surprised, Spider-Man?” Kangaroo sneered. “The four of us met in Ravencroft, then escaped

together and pooled our money to buy the Tinkerer's finest mechsuits." He gestured to the angular lumps under their costumes.

"And I've been practicing with my powers, like, a whole bunch!" added Spot. "There are so many applications of my spots I'd never thought of before!" Suddenly, a black circle formed at Spidey's feet.

"Agh!" Spidey fell out another circle, putting him in range of Grizzly's fists. *Crack.* Spider-Man went tumbling across the pavement. "G-Good job, Spot. Now you're thinking with-"

"*Die!*" Grizzly tried to body-slam Spidey, but he rolled out of the way at the last second.

"So if Frank Oliver is Kangaroo's idol, who's yours?" asked Spider-Man. "Nic Cage?"

Gah, max-strength spider-sense! Four more portals opened in the air around Spidey's head, and out popped four different fists. Next thing Spidey knew, he was seeing stars.

"We got him!"

"Come on, let's scram before he gets back up!"

The Spider-Man Revenge Squad grabbed as much jewelry as they could carry, then ducked into one of Spot's portals, which promptly vanished, leaving Spider-Man alone on the shattered pavement.

Did... Did that just happen? No. Couldn't have. Spider-Man pulled himself out of his Spider-Man-shaped crater and groaned.

By now, a small crowd of pedestrians had formed around the jewelry store.

"What was that?" they whispered amongst each other.

"Spider-Man lost."

"He didn't lose. He got *creamed*."

"He got *smoked*."

"He got chewed up and spit back out."

"I always thought the Web-Head was cool, but I guess he's really just a little punk."

"It's not my fault!" Spidey yelled at the crowd. "One of those guys had portal-powers, and- and did you see the size of that bear?"

"Whatever you say, punk."

Gah. Peter smashed his forehead against the keyboard. This was *not* happening. He had *not* just lost to the Legion of Losers. Ugh, he must have really been knocked off his game ever since Sandman died.

"Peter?" Peter glanced up from his Bugle computer to find Betty Brant standing beside him, looking concerned. "You haven't seen Ned anywhere, have you?"

"No, why?"

“He just...” Betty glanced away. “He stood me up last night, and now he hasn't shown up to work or returned my calls.”

Oh, so Ned Lee and Betty Brant were a thing now. Peter would've felt a pang of jealousy, except his attempt to ask Betty out had been more humiliating than his fight with the Legion of Losers.

“PARKER!” Without warning, the office door burst open and the Jolly One himself stormed into the newsroom. “WHAT IN THE SAM HILL HAPPENED TO THE DAILY BUGLE'S WEBSITE?”

Peter shrank under his glare. “I updated it like Robbie asked. It looked like something from the nineties.”

“I DESIGNED THAT WEBSITE MYSELF!”

“When, twenty years ago?”

“That's beside the point!”

“Here, I know what'll cheer you up.” He was digging his own grave here, but Peter retrieved a stack of photos from his backpack and handed them to Jameson.

The instant Jameson's eyes hit the picture, a diabolical grin spread over his face. “I love it. Looks like the furries got their revenge on the Wall-Crawler! Hmm, what do we got here? A bear, a monkey, a bunny, and a dalmatian. Beautiful!”

“This is *so* unfair.” Peter folded his arms. “Yeah, Spidey screwed up this time, but that doesn't mean he deserves to be made fun of. How many lives has he saved, exactly? Hasn't he earned a little respect?”

“Oh, please,” scoffed Jameson, “Spider-Man's never done a single heroic thing in his life.”

“*Are you for real?*”

“Yeah, he stops robbers and supervillains, but there's a reason he wears a brightly colored costume and cracks those stupid jokes of his.” Jameson made for his office. “It's all for attention. Well, if he wants attention, I'll *give him* attention.” The door slammed behind him.

Peter was seething. Any second now, he was gonna Hulk out and burst into Jameson's office like the Kool-Aid Man.

“Don't take it personally, Parker.” Mr. Robertson appeared behind him, putting a hand on Peter's shoulder. “That's just how Jameson is.”

“Wow, *that* really speaks volumes,” spat Peter.

Mr. Robertson took a breath. “He has principles. They may not be principles everyone else agrees with, but they're principles.”

Peter exhaled through his nose. “Yeah. Whatever.”

“Congratulations, Peter,” said Sophia. “You're officially the first person in human history to hate their boss.”

“I know, I know.”

Peter and Sophia had upgraded from hanging out at the picnic table before school to hanging out at the picnic table after school. There was something surreal about talking so freely. This might be the longest conversation Peter had had without telling a lie since he was bitten.

“I'm not mad at Jameson,” said Peter. “Not really. It's whoever keeps sending these supervillains after me. Something tells me they're not gonna stop at Scorpion and Hydro-Man. Marko was murdered because of them!”

A solemn silence filled the air.

“The poor man.” Sophia shut her eyes. “There's no body to bury, just sand. How many people out there are even going to notice or care that he's gone?”

Peter put his hand over hers. “Marko was *this* close to making a real life for himself. You can be, too, Sophia. I know what it's like to be the lonely weird kid. I swear, I'll always be there for you as a friend.”

“I'll be there for you, too.” Sophia gave a feeble smile. “Sorry if I make things weird between you and Gwen. I know it was kinda presumptuous to pressure you into going on a date like that. To be honest, I was thrilled out of my mind when you came up to talk to me all on your own. You're the first friend I've made in years who's not an animal, so... I guess I crushed on you pretty hard.”

“Hey, it's okay.” Peter laughed. “I have that effect on people. I'm sure Gwen will be cool with you.”

Peter was talking to that raven-haired girl *again.* He was so transfixed on her that he didn't even notice Gwen standing across the schoolyard. And he *still* hadn't returned Gwen's texts. Gwen had seen the news, so she knew Spider-Man was still licking his wounds from the Revenge Squad thing, but that didn't account for all the other hours he hadn't texted back.

“So have you managed to strangle her with your eyes yet?”

A red-haired girl came up to Gwen. She was beautiful beyond belief and decked out in a jacket-and-jeans combo that belonged on the cover of a magazine. The two of them had spent countless man-hours attempting to replicate the look for Gwen, but at the end of the day, Mary Jane had flowing red hair and a perfectly sculpted face, whereas Gwen had contacts that made her eyes itch and acne hiding beneath her makeup.

“Hi, MJ,” Gwen said dully. “I just… haven’t broken up with Harry yet, that’s all.”

“Does that mean you're suddenly not allowed to talk to Peter?”

Gwen brushed a strand of hair from her eyes. “Well, no, but-”

“Know why that girl's caught his attention?” MJ pointed a thumb over at the raven-haired girl, who seemed to be sharing a laugh with Peter. “She's assertive. She's confident. Look, girlfriend, if you want something to happen, you can't just lurk around in the background hoping for it. Besides, you never know, you might have the totally wrong idea about her. I know it's hard to believe, but men and women *can* be just friends.”

Gwen sighed. “What am I supposed to do, barge right up to them mid-conversation?”

MJ flashed a devious smile. “Why not?

“Oh, hi, Gwen, I, uh...” Peter slowly removed his hand from Sophia's.

Gwen had The Look turned up to maximum strength.

“This is Sophia,” said Peter. “She's a friend.”

“Hi!” Sophia held out her hand. “Sophia Sanduval.”

Gwen reluctantly accepted the shake. “Gwen Stacy.”

Sophia gave an anxious smile. “Peter's told me so much about you.”

Gwen stared at Peter with her cold, dead eyes. “You never texted me back.”

“Sorry, sorry!” Peter cringed. “I've been busy with work. Jameson's a slave driver. So, uh… how’d Harry take the news?”

That knocked the wind from Gwen’s sails. “He- He hasn’t heard yet. Harry almost relapsed last night. It’s… not a good time.”

At this, Peter frowned. “But it *will* be a good time *eventually*, right?”

Those cold, dead eyes met the pavement. “A-After our interning today, we… need to have a long talk about you-know-what.”

“You-know-what?” Sophia’s face lit up. “Did Peter finally tell you? That's awesome! We can be secret keeper buddies together!”

Gwen stared at her. Slowly, her eyes moved to Peter. The power of The Look was growing exponentially. “So does Liz Allan know, too?” she asked flatly. “And Betty Brant?”

“You forgot Black Cat,” muttered Peter.

“WHO THE #*%$ IS BLACK CAT?”

“I can talk to animals, by the way,” said Sophia. “Just mentioning that, in case you... Y'know what? I'm gonna go over there.” She slinked away.

Peter and Gwen were left to stare at each other.

“Gwen, I swear, she found out on her ow-”

“Peter! Peter!”

The conversation was put on pause as a pair of students approached them. These were Rand Robertson, Mr. Robertson's son, and Sally Avril, the sweetest, kindest, most well-adjusted girl in the whole school. Careful not to cut yourself on that sarcasm.

“Rand! Why are you talkin' to the nerd herd?” Sally's voice could wrench a symbiote off its host. “You'll contaminate yourself!”

“*Would you shut up a minute?*” For once in his life, Rand actually scowled at his girlfriend. Whoa, the dude was usually so mellow. Guess there was a first time for everything.

Sally looked like she'd been slapped in the face, a mental image Peter dwelled on for longer than he'd like to admit. “Oh,” she said faintly. “Yeah. Okay. Whatever you...”

Rand turned back to Peter and Gwen. He grinned – another first for Midtown's most stoic student. “John's coming home.”

“John?” It took a second for the lightbulb to click above Peter's head. “Jameson's son? He's leaving Ravencroft?”

“Yeah!” Rand punched Peter's arm. “My dad just called me. We're having a party at his apartment with cake and everything.”

Peter and Gwen traded glances.

“Sorry, Gwen.” Peter gave an apologetic smile. “We'll finish our talk later. There's cake to be eaten.”

Apparently, one of the perks of being an astronaut is a cushy apartment. Peter savored the gigantic living space – It was nicer than anywhere he'd be crashing for the rest of his life. And every inch of it was filled with people. Peter spotted Betty, Foswell, Mr. Robertson, Mrs. Jameson, and, of course, the picklepuss himself. Jameson was smiling, and it wasn't a smug, Spider-Man-schadenfreude smile, either. It was the genuine article. Talk about eerie.

Peter pointed to Jameson, then leaned into Gwen's ear and whispered, “Don't look now, but I think he's a Skrull.” Gwen rolled her eyes.

At the head of the room, standing next to a decadent tower of cake, Rand was giving John his tightest bro-hug. John turned to the partgoers, grinning. “You know, I trained for a lot, and I mean a *whole* lot of situations, even got strapped into a centrifuge, but they never covered alien spores in space camp.” He held up his wineglass. “And I still beat 'em! The doctors say I'm completely normal! Well, as normal as I was before the spores, anyways.” The crowd chuckled politely.

“C'mere, John, give your old man a squeeze!” Jameson threw his arms around him. “Your mom and I got you a little present.” He reached into his pocket and tossed John some car keys.

“Mom, Dad, you didn't have to-”

“No arguments,” said Mrs. Jameson. “It's yours, and we're not letting you pay a cent.”

It was at this point that Gwen slipped away from the crowd, and Peter couldn't help but follow her out to the balcony.

“I got you some cake.” Peter set down a paper plate holding chocolatey goodness on the balcony ledge, but Gwen ignored it.

“Is that what happened to Eddie, too?” she asked softly. “Alien spores got his brain?”

“Gwen...” Peter glanced back inside the apartment. “I swear I'll tell you everything, but can we not have this conversation with a gazillion people in earshot?”

“Okay, okay.” Gwen shut her eyes, her cheeks filling with red. “Look, I promise you I'm going to break up with Harry.” She touched the bridge of her nose. “Just don't let Sophia Sanduval steal you away before then.”

Peter smiled. “Sophia's nice and all, but she's not nearly blonde enough for me.”

Gwen laughed in spite of herself. “What?”

“And she doesn't try to fiddle with her nonexistent glasses every time she's embarrassed. I'm sorry, but I simply *cannot* be attracted to someone who doesn't do that.”

Now Gwen was positively crimson. “Peter...”

“I have very rigorous standards. I won't date anyone who isn't at least number two in the class.”

“Number two?” laughed Gwen. “I'm not sure you can date *yourself*.”

He touched the top of Gwen's head. “You've got nothing to worry about from Sophia. She doesn't even wear a headband!”

Back inside the apartment, John was trying to see how much cake he could cram into his mouth at once. “You would not believe how sick I am of hospital food.”

“Now, John, I know a new Cadillac's not as nice as being a superhero,” said Jameson, “but it coulda been worse. Yeah, alien spores are bad, but, hey, at least you didn't turn into a rock monster like that one superhero, uhh, whatchamacallit, that thing-”

“The Thing?”

“Yeah, I can’t remember his name, either, but you get the picture.”

“Don't worry, Dad.” Jameson glanced out the window. New York wasn't known for its starry skies, but at the very least, the full moon was out. “You never know. Maybe Colonel Jupiter will rise again someday.”

The full moon didn't quite extend to the ESU lab's windows. It was drowned out by artificial light.

“It's getting late.” Debra Whitman was hunched over a table examining some beakers when Dr. Warren came up behind her. He patted her back. “Don't you think you ought to be heading home, little lady?” Then he patted a bit lower.

Debra stayed silent, her face blank as always. After a moment, she gathered up her things and left. As soon as he was alone, Warren waltzed over to a cabinet and pulled out Connors's notes. Finally, he could do some real work.

The jump from reptiles to mammals had been simple enough, but now Warren was wondering what other corners of the animal kingdom he could cover. Diving right into birds might be too much. Best to start off small. Start with the flying mammals and work his way up.

Thump. Warren flinched. What was that? He was the only one here... wasn't he? *Thump*. Slowly, Warren made for the door. *Thump*.

“Hello?” he called out. “Is anyone there?”

The door burst open. “C-Cuh-Connors!” Warren almost screamed before the figure stepped into the light and Warren realized he was human. The man's skin was so pale, you could see the veins as clear as daylight. His eyes were pink and bloodshot, and his jet black hair didn't seem to have been cut in a long, long time. The only clothing he wore was tattered, colorless rags.

“Connors,” the man stammered out, limping his way into the laboratory. “Connors. Where's Connors?”

“In Florida,” said Warren. “This is my lab now. Can I help you?”

“*I need Connors!*” The man hadn't looked too collected before, but now he looked downright panicked. “I... I met him over email. I was interested in his research on regrowing limbs. A few months back, he suddenly stopped replying to me. *God help me, I'm dying!*”

“Dying?” Warren face barely moved.

“Severe anemia. Extremely rare. Need his... serum... *now!*”

Warren glanced back at the beaker of red liquid resting on the table. “Let's say I had a dose of Connors's serum mixed up. Why would I hand it over to you without any...” He made a “greased palm” gesture. “...incentive?”

“I don't have any money!” snapped the man. “Please, I'm dying!”

“Hmm, yes, that is unfortunate.” Warren ran his hand over the gun-shaped lump in his coat. “I wish I could help you.”

Thump. Wait, another thump? Warren turned for the door in time to see it burst open yet again. The second visitor was a large, blond man in a navy blue suit.

“Miles Warren?” he said. “One of the country's top biogeneticists?”

“Can I help you?” Warren raised an eyebrow. Tonight was a good night for strange visitors, apparently. At least there were no jungle cats this time.

“I want power,” said the newcomer. “Enough power to destroy Spider-Man! And you're going to give it to me!”

“What's in it for me?” asked Warren.

The man reached into his coat for his checkbook, scribbled in it with a pen, then tore off a check and handed it to Warren.

Warren glanced at it. “That'll do.” He walked over to his work station and tossed the man a vial of orange liquid, which was attached in one of Connors's old injection devices. “Here, this will make you into one of those superpowered freaks that are all the rage with criminals these days.”

“Yes!” The man grinned to himself. “Power... It's all mine...”

“That's not fair!” The first man charged at Warren, swerving like a drunkard. “*He's* not dying! Give *me* the formula!”

Warren sidestepped him. “Don't bother trying to incriminate me if things go awry,” he told the second man. “I have friends in high places. They'll never trace this back to me. Now, if you'll write me another check, I'll give you the rest of the treatment. It'll take several days, but if you don't want to turn into a mindless animal-”

“Days? I want power NOW!” The second man strapped the device to his shoulder and injected the serum straight into his arm.

Warren's face twitched the slightest amount. Well, this wasn't good.

“Ha!” While Warren was distracted, the first man snatched the other vial from the lab table. Before Warren could react, the man downed the red liquid in one gulp.

Warren immediately drew his pistol, but by then, both intruders were already transforming. Darn. Warren was going to need a bigger gun.

Thwip.

Spidey didn't like web-slinging at night. It wasn't that it was too dark to see – City That Never Sleeps and all that – but given all the costumed weirdos running around (himself included, admittedly), Spidey simply preferred being safe at home under his covers once the clock struck midnight. Well, maybe it was just conditioning from Aunt May's curfew. Tonight, Peter had called to let her know he might be getting home a little late. His excuse had been John Jameson's party, but in actuality, he'd cut out early so he could swing to ESU. He hadn't even bothered giving Gwen an excuse, but then, he guessed he didn't need to worry about that anymore.

Spidey swung into the campus and landed on the lab's skylight. He peeked inside, then rubbed his eyes (or, well, the white parts of his mask) and did a double-take. That couldn't be right. Hadn't they already done the Halloween episode?

"Whoa, it's like an old film serial in here!" Spidey dropped inside the lab, landing between a terrified Dr. Warren and his two buddies. "*The Human Spider Versus the Living Vampire, Featuring the Man-Wolf From Planet Moon!*"

In tonight's episode, Spidey would be facing down not one, but *two* supervillains. First off, we had Discount Nosferatu, a tall, thin guy with pale skin, red eyes, fabulous raven hair, and, oh yes, a pair of giant bat wings sprouting out his freakishly deformed hands. Second off, we had the bone-chilling Man-Wolf, a big, fuzzy, hulking kinda guy. Most of his clothing had been torn off, but his pants had miraculously survived intact.

The Man-Wolf snarled, but the vampire looked less vicious. He stared at his own hands, his eyes bulging. "What have I done? *What have I done?*" He clutched his chest. "*What's happening to me?*"

"Hey, look on the bright side." As he spoke, Spidey gave the Man-Wolf a good thwack on the nose. "At least you don't sparkle."

This seemed to distract the vampire from his existential horror. "Sparkle? I don't understand."

"Y'know what, I'm not gonna explain it. You're clearly in enough agony already."

The Man-Wolf didn't seem too eager for another taste of spider-punch (Okay, it was time for Spidey to officially retire that phrase). Instead, he set his beady yellow eyes on Dr. Warren, who was huddling in the corner.

"Stay away!" Warren fired a couple rounds of his pistol. They were direct hits, but all they seemed to do make the beast angrier. The Man-Wolf lunged-

Thwip.

-and was yanked away by the tail. He yipped as Spider-Man swung him into a wall.

Spidey glared at Warren. "Next time, spring for the silver ones."

"Blood," the vampire said quietly, as if he was just realizing it himself. "I need blood."

Great. The only thing better than a vampire was a *hungry* vampire. But before Spidey could deal with this, his spider-sense tingled and he dodged another pounce from the Man-Wolf. Wolfie

crashed through a window and dashed off through the moonlit campus. Spidey chased after him outside-

Spider-sense again.

-and found himself ducking a flying Cadillac. The car smashed into the pavement where Spider-Man had been standing a second ago. It now had more in common with a crushed can than a luxury vehicle. And that, apparently, had been enough distraction for the Man-Wolf to escape. There was no way Spidey would find him in the dark... meaning the bloodthirsty vampire took priority.

“Hey, guys, what I miss?” Spider-Man hopped back inside the window right as the vampire was getting uncomfortably close to Dr. Warren, who'd been backed against a wall.

The vampire turned Spider-Man's way. “Get out of here! I don't want to hurt you, too! I can't control myself!”

“Here, lemme help.” Spidey prescribed Alucard a healthy dose of web-fluid, guaranteed to keep his limbs stuck together for hours of murderous-impulse relief. With that out of the way, Spider-Man turned to Dr. Warren. “I take it Count Chocula and the Big Bad Wolf are yours? I always did peg you as the mad scientist type.”

“I didn't make them!” snapped Warren. “These maniacs barged into my lab and injected themselves with Connors's serums!”

“Why would Connors have left vampire-and-werewolf juice lying around?” asked Spider-Man.

“The serums used vampire bat and gray wolf DNA.”

“Vampire bat?” repeated the vampire (or mutated bat-person, technically). “That would explain the blood cravings.”

“And the squished-up face,” added Spider-Man. “Seriously, dude, you might want to make sure you're sitting down before you look in a mirror. That is, assuming anything shows up.” A thought struck him. “Wait, duh!” He darted to the other side of the lab.

The vampire frowned. “What are you-?”

“Ta da!” Spidey returned with a big pile of test tubes in his arms, each one containing yellow liquid. “Gene cleanser! The quick and easy cure for the vampire on the go! Open wide and say 'ah.'” He stowed the rest of the vials in his belt, then uncorked one and held it out towards the vampire's face.

“Cure? Wait, stop!” The vampire struggled against his webbing. “This serum – it's given me so much strength! I was frail before, on the brink of death! If you undo it, I might not survive the change back to human!”

That stayed Spideys hand. “Oh man, seriously? Okay, what's your deal, dude? And make it snappy – I've got a werewolf to hunt.”

The vampire shut his bloodshot eyes. “My name is Michael Morbius. I have a rare blood disease. It started killing me faster than I'd expected. I traveled to America to find Curt Connors, and then-”

“-you injected yourself with vampire-juice to save yourself, got it.” Spidey left the gene cleanser on the ground for him. “Here, hold on to this in case you figure out a way to turn back without dying.” Spidey hopped to the windowsill. “Call the cops and warn them there's a monster loose on

campus. I'm going after the Big Bad Wolf. If you get thirsty while I'm gone, maybe try the Red Cross instead of grabbing random people, okay? Swear to God, vampires have no common sense..."

"Spider-Man, wait!" Morbius called out. "That Man-Wolf... Do you know who he was?"

Spidey turned back around. "I think I'd remember someone that hairy."

"Before he transformed, I mean," said Morbius. "He was a large, blond man in a blue suit. Do you know of anyone who fits that description?"

"No, I don't think-" A thought struck Spider-Man. "It couldn't be... I'd better go." He pounced out the window without another word.

Sure enough, Spidey found his favorite wolf lurking around outside the apartment complex of one John Jameson, clawing at the door in a frantic attempt to get inside. Apparently, horrific wolf-creatures don't know how doors work. Spidey also found his favorite picklepuss and along with Mrs. Picklepuss huddling behind some cars in the parking lot.

"Hi, there," he said, landing next to them. "What I miss?"

"Shh! Don't let it hear you, you idiot!" Jameson said in the loudest voice possible. "I knew you were responsible for this!"

"Hey, I'm strictly spiders-powers only," said Spidey, holding up his hands innocently. "I couldn't turn people into werewolves if I tried."

"Well, who else could've sent this monster here?"

"Jameson, I want you to think very, very hard." Spider-Man's voice was dead serious. "Have you ticked off any werewolves lately?"

"What are you doing talking to us, anyways?" snorted Jameson. "Shouldn't you be fighting that thing? Aren't you supposed to be a hero?"

Oh, so *now* Jameson called him a hero. "Don't get your panties in a wad, picklepuss. I'm on it."

Without further ado, Spidey hopped out into the center of the parking lot. The Man-Wolf had his back turned, apparently preoccupied trying to wrap his head around the whole "door" concept. Spidey put on his best British accent. "And here we have the rare giant-sized lemming, the most majestic of nature's creatures. The Spider-Man will try and catch its attention with the lemming's natural mating call." he cupped his hands around his mouth. "AWOOO! AWOOO!"

The Man-Wolf spun around. He was foaming at the mouth.

"Hi." Spider-Man retrieved another vial of gene cleanser from his utility belt. "Want to be friends?"

The Man-Wolf did not. Or at least, that's how Spider-Man interpreted his attempts to slice him to ribbons. Spidey sprung into the air, then webbed the Man-Wolf and shot back towards him, kicking Wolfie right in the spine. The Man-Wolf howled in pain, giving Spidey the perfect window to dump some yummy, yummy cleanser down his throat.

Wolfie yipped, then coughed, and, finally, began to shrink, looking distinctly less wolfish and more... Jamesoney. Good, good, the cleanser was working. It looked like it was the same deal as

the Lizard, just to keep the trend of generic knock-off villains going.

“Ugh... Wha-?” Yep, it was John Jameson, alright. It sure was a good thing his pants had survived the journey from man to wolf and back. Spider-Man had seen enough horrors for one night.

“*John!*” The next second, Mr. and Mrs. Jameson were at John's side, throwing their arms around him. “What happened?”

“I... I don't know.” John brought his hand to his forehead. “I was just taking my new car for a test drive, and I got this craving for power. It felt like... like the spores.”

“Why, those rotten Ravencroft doctors!” Old Triple-J looked more feral than the Man-Wolf. “They said you were cured! I'm gonna give those quacks a piece of my mind!”

“And then, the next thing I knew, I tracked down the nearest biogeneticist and demanded he give me superpowers.” John bowed his head. “What was I *thinking?*”

His mom kissed his cheek. “We'll get you more therapy, honey. And we'll be sure to keep a closer eye on you from now on.”

“We're not sending you back to Ravencroft, though, I can promise you that,” snorted Jameson. “By the way, where's your Cadillac?”

“Oh, look at the time!” Spidey fired a web-line towards a far-off building.

“Spider-Man, wait!”

Spidey turned back around to give Jameson a confused look (Well, Jameson couldn't really see it under the mask, but whatever).

“You- You can't tell anyone about this!” pleaded Jameson. “If people learn he turned himself into a freak, John's career is over!”

“Yeah, I know.” Spider-Man sighed. “The exact same thing happened to a friend of mine, which is... kinda weird, come to think of it. Trust me, I'm good at keeping secrets.”

“Th-Th-” Jameson struggled to make his mouth form the proper sounds. “Thank-”

“Don't hurt yourself,” said Spider-Man. “You're welcome. This will come as a shock to you, but I do heroic things all the time. Maybe think about that the next time you print your paper.”

“*You don't tell me what to print in my paper!*” For some strange reason, Jameson's lips were suddenly a lot looser. “It doesn't matter how many people you save, the bottom line is you're a masked vigilante who answers to no one but himself, and I will *never* encourage that behavior!”

Spider-Man was *this* close to swinging off, but he couldn't help himself. He spun around, yelling, “What was I supposed to do, stand around and twiddle my thumbs while your son howled at the moon?”

“I...” Jameson let out a long, heavy breath. “I don't know. We shouldn't *have* to rely on vigilantes to save us. Police officers, firemen, astronauts... those are the *real* heroes.”

“Look, I'm sorry I'm not officially government-sanctioned, okay? I'm doing the best I can! Gimme a friggin' break.”

And with that, Spidey swung off, leaving the Jameson family alone in the parking lot.

By the time Peter climbed into his bedroom window and pulled off his mask, he was ready to collapse onto his bed, costume and all. Peter threw himself onto his mattress. At least Aunt May had gone to sleep without waiting up for him, meaning Peter didn't have to explain why he was up so late past curfew. He'd swung all the way back to the ESU lab only to find Warren and Morbius had both vanished without a trace. Hadn't even called the police, as far as Peter could tell. So now there was a vampire running around New York. Just what the city needed.

Ugh, stupid Jameson. Robbie was right, Jameson stuck to his principles, but they were *stupid* principles. But, really, didn't that apply to everyone? At one point in his life, Norman Osborn must have changed into his Green Goblin costume for the first time, stocked up on pumpkin bombs, and then looked in the mirror and said with complete sincerity, “Yes. This is the right thing to do.”

But then, if nobody ever questioned their principles, didn't that apply to Peter, too? What if Uncle Ben had been wrong? What if “with great power comes great responsibility” wasn't actually true? Peter rolled over under the covers... which is when he felt some vial-shaped lumps press against his leg. He still had some extra gene cleansers in his utility belt.

Peter groaned, then reluctantly crawled out of bed so he could web the cleansers to the spot beneath his desk. No, this wasn't a moment of weakness. He wasn't tempted to get rid of his powers or anything. It'd just be impractical to throw all this gene cleanser out, that was all. What if more crazy people drank Connors's serums? What if the symbiote bonded with a new host and Peter needed a way to beat it again?

Purely strategic reasons. Yeah.

There was a cruise ship taking off from the Port of New York and New Jersey, passing right by the Statue of Liberty. The tourists ate that kind of stuff up. The plan was to sail all the way down the east coast. It was set to be a long, luxurious cruise, and the passengers couldn't be happier.

They'd have been less happy if they'd known there was a half-man, half-vampire bat monstrosity stowed away beneath the cargo hold.

Morbius stared at the vial of yellow liquid in his deformed hands. He could drink it. It would no doubt end his life, but he could drink it. He could feel the hunger growing. There was no way he would last until he reached Connors. He could hear crew members banging around above his head. He had to make a decision. It was their lives or his. Their lives or his. *Their lives or his*.

Morbius had only one principle: *Survive*.

It was a school day. *Ugggggggggghhhhhhhh*. Peter's brain simply did not work on four hours of sleep. In a haze, he poured himself some OJ and sat down at the kitchen table to read the morning news. He nearly spat his juice all over it.

There was an apology. There was an article actually *apologizing* to Spider-Man. Saying that the Bugle's many accusations were inaccurate, and that the Web-Head was most likely not a criminal, but a misguided person trying to do the right thing. No way. That was the closest Peter could reasonably expect the Bugle to get to calling him a hero. It even mentioned that Spidey had saved John Jameson – leaving the details vague, of course. And the author was picklepuss himself!

This was impossible. Peter couldn't believe Jameson had really written this... on page forty-two. In four-point font.

Chapter End Notes

Next Issue: Our first fabulous story arc comes to a climax!

Antithesis

Harry awoke in a cold sweat. He sat up, panting, and peeled the covers off himself. He hadn't slept well last night. Or the night before that. Or the night before that.

Harry jolted. For a second, he thought he'd seen something scurry across the carpet like a spider or... or a robot. Smythe was watching. The monster was watching. There wasn't a doubt in Harry's mind now. His dad had been sick, a victim of the Green. *Smythe* was the monster. That video could've been faked with Chameleon. Smythe would do anything to keep Harry in line. Smythe was the one who'd experimented on people! Harry and his dad were innocent!

A sudden bolt of pain made Harry clutch his stomach. He fought to keep his face blank. The CEO of Oscorp didn't get ulcers. Norman Osborn had never gotten ulcers. Harry's head was pounding. Why wasn't he taking the Green? Harry couldn't think straight unless he was on the Green!

No. No, his therapist had told him about this. Harry's brain was trying to trick him. The Green didn't make his thoughts clearer, it... it... *Gwen. Think of Gwen*. Gwen was counting on Harry to stay clean. She was the one good thing in his life. She was going to be there for Harry to love him, to prove he wasn't a worthless failure.

Or at least... that's what Harry had thought before he overheard her conspiring with Peter. Harry hadn't been to school these last few days. She and Peter could be making out right this second. Of course Gwen would chose Peter over him. Everyone loved Peter Parker, the science whiz who got all A's without even trying, who Harry's dad *would not shut up* about, who... who...

Harry abruptly rose out of bed. You know what? He was going to school today.

“Mom?” A moment later, Harry entered the dining hall with his hair combed straight, wearing his nicest suit. The dining table was the length of a football field. At the far end of it, Harry's mother was reading *The Daily Globe*.

Harry bit his tongue. He wanted to warn her about Smythe and his threat to kill her, but who knew how many of those little robots the penthouse was crawling with? Smythe probably even had the security cameras and guards on his side. The monster had accounted for everything.

“I feel up to going to school,” Harry announced.

His mother failed to look up from her paper. “You can get a tutor any time you want,” she said. “Midtown Magnet's always been a crap school. Do you seriously only go there to see your friends?”

“Well, I... I... I'm gonna go. Bye.” Harry slinked out the door without another word.

Screw her. He didn't need her. She didn't care about him. No one cared about him. Harry slammed the keys into the ignition of his convertible. *His convertible.* Perfect Peter Parker could barely afford the clothes on his back – There was no way he was happier than Harry.

Something pounced into the passenger seat. Harry screamed and nearly swerved the car into the wall. It was a robot, hardly bigger than the tip of his thumb, with a camera mounted to its back. Harry had been right.

“What do you want from me?” Harry tried to swat it away... and promptly received an electric shock. The robot cocked its camera-turret “head,” looking at Harry like a cat that expects you to pet it right after biting you. Harry swore, then hit the gas. “Fine. You can stay. Spy on me all you

want! I'm not even doing anything!"

The convertible screeched out the driveway. Harry wasn't doing anything wrong. He was the victim here. Anyone could see that.

Wearing a green t-shirt felt wrong, somehow. The blue shirt was Peter's trademark! It was as iconic as Gwen's headband or Jameson's Hitler mustache or- or the Osborns' stripey red hair! Still, Peter resigned himself to his green-shirted fate. Aunt May wouldn't hesitate to pinch him.

Hmm, let's see, what was on today's itinerary? They could go to the St. Patty's day parade, except after the last parade she'd been in, Gwen probably wouldn't be too eager for that. Sheesh, why did the big epic supervillains always wait until the holidays to attack? Had Peter had a single holiday since he'd been bitten that was actually, y'know, supervillain-free? He couldn't wait until next Christmas, when he'd no doubt be battling the evil overlord Doctor Doom, arch-nemesis of the Fantastic Four and god-emperor of Latveria.

Anyways, the plan was for Peter to go straight to Gwen's house as soon as he was done at the Bugle. By then, Gwen would have broken up with Harry, and then she and Peter would have a long, long, long, long, *long* talk about the whole Spider-Man thing. And then an even longer make out session.

Peter entered the living room to find Aunt May in the armchair, wearing a green dress and watching the morning news. Onscreen were Peter's four favorite faces.

"...reign of terror continues today from the supervillain team many are calling the most dangerous criminals in New York. The four Ravencroft escapees known as the Spider-Man Revenge Squad have managed to outwit not only the Web-Head, but also the Fantastic Four and even the Avengers. The criminals are estimated to have escaped with nearly a billion dollars in stolen goods. When asked for comment, the Avengers had this to say-"

The screen cut to footage of a gigantic blonde man with a valkyrie helmet, a flowing red cape, luscious blonde hair, and a hammer that made Peter feel inadequate just by looking at it. A caption labeled the man as "Thor," while a smaller caption beneath it read "God of Thunder."

Thor bowed his head. "We... We have thus far failed to subdue the criminals. I do not know what happened." He walked off-camera. "I require a strong ale."

"*Oh come on!*" Peter yelled at the TV. "They're the Legion of Losers! Spider-Man could take them with two arms tied behind his back!"

"Actually, there's footage of them beating Spider-Man, too," said Aunt May. "The poor man – It looked embarrassing."

Peter mumbled something under his breath, then slinked out the front door.

"Harry! Hey, man." The moment Peter spotted his bud by the entrance fountain, he hurried towards him. "Good to see you back on… campus." The words dried up as he caught sight of Harry's face. *That* couldn't be good. Sure, Harry fit the St. Patty's day criteria with that pale green sleeveless sweater he always wore, but Peter hoped he wasn't taking the "green" rule *too* much to heart…

"*What?*" Looked like Peter had been gawking long enough to cheese Harry off.

"N-Nothing, Hare. You just seem kinda…" Peter tripped over his words a second. "Look, if

there's anything you need to get off your chest… I've, uh, learned lately that keeping secrets from your loved ones isn't always the healthiest-"

"*Oh*, you and Gwen *always* want total transparency, don't you?" Harry made a show of rolling his eyes. "At least, you want total transparency from *me*. But you two ever stop to consider that maybe sharing big secrets with a friend could really hurt 'em? Heh, what am I saying?" He chuckled to himself. "You guys are already *well aware* of that, aren't you?"

Peter blinked. "Dude, I've got no idea what you're-"

"Whatever, Pete." Harry turned for the school entrance, slinging his backpack over his shoulder. "Go have all the fun you want with Gwen. Maybe you could take her with you while you snap pics of Spider-Man. That way you'll have both your BFF's in one convenient place-"

"Is *that* what this is about?" Peter had to fight back a groan. "For the millionth time, Harry, Spider-Man's one of the good guys. I'm sure he'd have loved to help your dad if he hadn't been hurling quite so many bombs at Spidey's face-"

"Maybe it's time *you* were honest with *me?*" In the blink of an eye, Harry was inside Peter's personal bubble. "If you knew who Spider-Man was, would you tell me?"

Silence. Dead silence.

"Don't you understand, Pete? What if someone tried to tell you the guy who killed your Uncle Ben wasn't all that bad?"

Peter opened his mouth. No sound came out.

"Yeah, that's what I thought." Harry slinked off without another word.

Peter could've gone after him. But then… he wouldn't want to be late to class, would he?

Green. The halls of Midtown High were green, green, green. It was done more out of a sense of self-preservation than tradition. Flash and Kong were lurking the hallways with barely-contained glee, pinching anyone so much as wearing the wrong shade. For her own safety, Gwen had on a mint-colored jacket. Her salmon-colored headband had been replaced with a black one to keep her from looking like a watermelon.

They couldn't really discuss everything in-depth until after school, but Gwen was still anxious to see Peter. She was about to head outside to find him and Sophia, but the instant she closed her locker, she found someone standing by her.

"Harry?" Gwen gave a start. "You're back in school! Are you okay? I hadn't heard from you since-"

"Since we kissed?" finished Harry. Something about the way he was staring at her unnerved Gwen, but she couldn't put her finger on it. Maybe it was the bags under his eyes. "I needed to see you." He took a step closer.

"Harry..." And Gwen took a step back. Here we go. Deep breath. "*We* didn't kiss. *You* kissed *me*."

This didn't exactly make Harry look any less unnerving. "What are you saying?"

"I need to be honest with you." Gwen steadied herself. She could do this. Rip off the band-aid. "I

was going to break up with you, but then your dad died. I thought it was a bad time, but... but pretending to like you out of pity isn't good for either of us." Her eyes clamped shut. "I swear, I will *always* be there for you. This doesn't mean I care about your well-being any less. I just don't want to date you anymore. I'm sorry."

"You're sorry?" Harry almost looked amused. "Yeah, I bet you are. Sorry you couldn't ditch me sooner so you could hook up with Peter."

Gwen's face hardened. "Don't be like that."

Harry let out an incredulous laugh. "You think I'm wrong? I heard you two! You were plotting your secret fling *right* after I told you I was the Green Goblin! Guess I know what your priorities are."

Gwen gawked at him like he was diseased. "You eavesdropped on us?"

"Oh, like *you've* never done anything behind *my* back," spat Harry. "Or any-*one*, in this case. Just couldn't keep your hands off Peter, could you?"

"Excuse me?" Gwen turned The Look up to maximum strength. "I've barely talked to Peter these last few weeks because I was *trying* to be fair to *you*."

"Oh, I'm sure." Harry rolled his eyes. "So are you gonna go throw yourself on Pete right now, or will you wait a few minutes to be 'fair' to me?"

"Screw you." Gwen turned to walk off down the hall. "You don't get to act like a jerk just because your dad died."

The next thing she knew, Gwen was stumbling backwards into the lockers. Her face stung. Gwen stared at Harry, her mouth hanging open. She looked like she wanted to say something, but no words came out.

Harry raised another fist. "*Don't talk about what you don't understand.*"

Gwen winced and shut her eyes... and then opened them to find Harry's arm caught in mid-air. Mary Jane's fingernails were digging into Harry's wrist so hard, droplets of blood were trickling out.

"Get out." Mary Jane released his hand. Harry swore at her, then ran for the nearby fire exit.

"What's going on?" By now, a crowd of students had formed. One of the teachers pushed through, but by the time he reached the head, Gwen had already bolted.

"You! Why aren't you in class?"

Harry ignored the traffic guard's protests, hopping into his convertible and jamming the keys in the ignition. He screeched out the parking lot. Harry's heart was racing so fast, he didn't even remember what was still in the passenger seat.

Smythe could hardly keep from chuckling to himself as he watched the video feed. Now *this* was quality reality television.

He brought a phone to his ear. "Alright, Osborn, looks like your little bundle of joy is making a bee-line for Oscorp Tower. Probably about to binge on Globulin Green."

“I'll be right over,” said the voice on the other end.

“What are you gonna do, stop him?” asked Smythe.

“No. I'm going to give him the chance to be a man.”

Mary Jane found Gwen in the restroom – or at least, she assumed it was Gwen judging by the sniffling noises coming from the stall.

“Gwen?” MJ rapped on the stall door. “I can hear you in there. Not to be weird, but can I come in? Something tells me you're not actually using it.” When she received no response, Mary Jane kicked the door open.

Gwen was huddled in the corner, hugging her knees. Her backpack was lying beside her in a small puddle of who-knows-what (Contrary to popular belief, high school girls' restrooms are exactly as hellish as the boys'). At MJ’s entry, Gwen feebly raised her head.

“First things first-” Mary Jane sat down at her side. “-he's going to come back crying and begging and going on about how he's soooooo sorry.” She put a hand on Gwen's shoulder. “Don't fall for it. It's a trap.”

“M-MJ-” Gwen struggled to speak without her voice cracking. “First Eddie, now...”

“I'm sorry to tell you this, but those two are scum. I was right about Eddie, and I'm right about Harry. Stay away from him. *Far* away. Rule of thumb, anyone who punches you isn't your friend.”

“No, no, you d-don't understand.” Gwen buried her face. “He was on drugs. I was the only thing stopping him from-”

“You mean the football steroid thing?” Mary Jane's eyes widened. “Is that what he's been telling you? That if you don't date him, he'll do drugs again?” MJ called Harry a name, and it wasn't “Tiger.”

“He's right about me.” Gwen's breaths were growing ragged. “I screwed him over so I could get with Peter.”

“You are *not* blaming yourself.” Mary Jane gently tugged Gwen's hands out of her eyes. “Look at me, girlfriend. You acted like a totally normal human being. Harry's the one who threw a hissy fit. You're not his property – He's not entitled to you.”

“I just... didn't think he'd... he'd...”

“It's okay, Gwen...” Mary Jane leaned in for a hug. “Come on, Harry's nothing but a spoiled rich kid. You've faced down actual supervillains.”

Gwen gave a wry smile. “I cried in the bathroom after that, too.”

“Well, then, you're *still* a totally normal human being. Life can throw some real curveballs at you, but I promise...” Mary Jane smiled back. “...you might bend, but you'll never break.”

What had he done? *What had he done?* Was Harry losing his mind? Gwen was the most important person in his life. She was the one he loved. The *only* one he loved. Harry wasn't thinking straight. He needed the Green. Everything was so much clearer when he was on the

Green.

Harry burst through the front doors of Oscorp and marched past the secretary without so much as sparing her a glance. Hardly even aware of himself, he boarded the elevator and mashed the button for the lab. Why was the elevator going so slowly? Couldn't it go any faster?

After an eternity, the doors swung open and Harry ran into the lab. His father's old lab. The Globulin Green was stacked on the wall – racks and racks full of vials. Why were they out in the open like that? Why hadn't Harry destroyed them? It must have been Smythe. Yes, *Smythe* was the monster. He'd left the Globulin Green out here on purpose, knowing full well Harry was too addicted to resist. This wasn't Harry's fault, it was Smythe's!

Harry retrieved a vial with trembling hands and uncorked it. The smell. The wonderful, chemical smell. Just a waft of it, and already he could feel the high. He brought the Green within inches of his lips.

Gwen.

He wanted Gwen. Gwen, the one person who'd noticed and cared when he was on the Green. If he acted now, maybe Harry could apologize. After all, Gwen couldn't *really* love Peter more than him. He could get her back. But if he got back on the Green... she might give up on him for good.

Green. Gwen. Green. Gwen. Green-

Harry screamed and threw the vial to the ground. The glass shattered, releasing a noxious fume. Harry screamed and screamed, smashing every last vial off the wall until he was left with nothing. Until he couldn't take the Green unless he lapped it up off the floor like a dog.

Panting, Harry smiled to himself. He'd done it. Now Gwen would want him back. Gwen would-

"I'm proud of you, son."

Harry cried out and spun around. He couldn't believe his eyes. Standing in the doorway, wearing a crisp suit as if this was just another day of work, staring at Harry with those cold eyes was... was...

"Mom?" Harry took a step back. "What are you doing here?"

His mother gave him a smile, showing off her straight white teeth. She seemed perfectly calm and collected. The only thing out of the ordinary was her brunette hair, which wasn't quite as tidy as usual.

"I knew you could overcome it," she said. "I knew you could be a man and not a worthless little junkie."

"W-What?"

Suddenly, her hands were on his collar. "Don't get me wrong, I respect the initiative you took, but you never used any common sense. You don't *drink* Globulin Green, dear."

Harry's feet left the ground. What the-? She was barely a head taller than him! How was she this strong?

"You inhale it."

Harry sailed through the air and landed in a chamber in the corner of the room. He was so dazed,

he was barely back on his feet before the doors slammed shut before him. They seemed to be made of a clear plastic – no matter how hard Hary pounded, they never gave way.

“Mom? I- I don't understand-”

“Don't be afraid, dear.” She smiled at him through the plastic. “Once you've become a man, you're going to help build Norman's future. You have purpose now.”

A hissing noise hit Harry's ears. He looked to his feet and found gas. Sickly green gas.

“Mom, stop it! Let me out! Let me-” Harry pounded and pounded on the door, shrieking at the top of his voice, but his mother only smiled wider.

“Hush, dear, it'll be alright. The chamber's airtight. You'll have to breath it in eventually.” She touched her palm to the plastic. “When you awake, you'll be stronger, smarter... All the upsides of the Green, none of the downsides.”

Harry couldn't hold his breath. His lungs were burning. He had no choice. He had to breath it. Had to...

“Well, actually, it *does* cause some interesting...” A big, toothy grin spread across his mother's face. “...personality defects.” Harry had never seen her smile so contorted. It looked like someone had cut the face off someone else and stuck it over hers.

But Harry only got a good look at her for a moment. After that, the gas was too thick to see anything. The last thing Harry heard before blacking out was laughter.

The first thing Harry heard upon waking up was laughter. His eyes shot open to find a goblin smiling at him. No, no, it was just one of the masks on the wall. He was back in the penthouse, lying slouched in an armchair. The instant Harry rose to his feet, the laughter hit his ears again.

Harry jerked his head around the room, searching... and then his eyes fell on the hall mirror. This time, a real goblin smiled at him. It had the same green mask, the same purple hood, the same beady yellow eyes. Every last detail was identical to his dad's costume.

“Well, looky there.” Green Goblin felt up his own chin. “Who's *that* handsome devil?” He laughed again.

Harry stumbled backwards. “No! I wasn't supposed to take the Green again!”

The Goblin only laughed harder. “Says who? Gwen? Yeah, because we all know the girl who pretended to like you out of pity has your best interests in mind.” You could see him roll his eyes under the mask. “Finally, your thoughts are clear! And the best part is, since you took the Green in gas form, no more blackouts for you! Not counting that little bout of asphyxiation, of course.” He stepped closer to the mirror. “And now that the fog's been lifted, you know just what you have to do. You have to cowboy up – You have to be ten times the man Norman Osborn ever was. But there are people holding you back.” He counted off on his fingers. “Hmm, let's see, there's Gwen, Peter, probably Smythe, and, oh yes, can't forget Spider-Man. Quite the laundry list, but nothing a couple pumpkin-bombs to the face can't fix.” He cackled to himself.

“*No.*” Harry slammed his fist against the glass. “I'm not a murderer. I'm not my dad. You're not real! You're only in my head!”

The Green Goblin brought a palm to his forehead. “Oh, poor dumb Harry.” He tapped the glass with a bony green finger. “I hate to be the bearer of bad news, but you've got it backwards. *You're*

only in *my* head."

"What?" Harry's eyes went wide. "No I'm n-"

And then the Green Goblin stopped imagining Harry, which caused him to disappear in a puff of smoke. Eh, who needed that loser, anyways? Having a conscience was overrated.

The Green Goblin waltzed out onto the balcony where his glider was parked. He cracked his fingers. "Now then, let's see if I can figure out how the heck you fly this thing..."

Looked like Peter would be spending St. Patrick's Day hunting down the Legion of Losers. Great, now he was starting to miss the epic holiday supervillain attacks. Peter stared at the article at the top of the Daily Bugle's homepage. He'd read it a dozen times, and he still couldn't believe it. The Avengers couldn't stop the Legion of Losers? *The Avengers?* They were just a bunch of mental patients wearing powered armor! According to the article, most of their success had been thanks to Spot. Apparently, the Legion of Losers had adopted the brilliant strategy of "portal in, grab valuables, portal out," and when a superhero team's main plan of attack was "hit it with lighting, and if that doesn't work, hit it with tank missiles," there wasn't much they could do against a teleporter.

Well, at least the news hadn't made any mention of bloodless corpses and sightings of a goth dude who spoke all his W's as V's. Peter was gonna be optimistic and assume Morbius had high-tailed it out of New York to find a cure.

But enough inner-monologing. Peter returned to work on the Bugle website. To be perfectly honest, he might have been doing kind of a rush-job, but he couldn't help it. The sooner he got this done, the sooner he could see Gwen. He hadn't run into her at school today, oddly enough, but she'd texted him with the news that she'd finally broken up with Harry. So all in all, it looked like today was shaping up to be a pretty good-

"Jameson!" Mr. Robertson pounded on the office door. "I think we've got ourselves a new headline. I'm getting calls about a guy dressed as a goblin flying a glider around Roosevelt Island."

"*Another* one?" came Jameson's voice from within. "Eh, maybe squeeze in something about it on page three."

On a completely unrelated note, Peter hopped out of his seat. "Website's done! Gotta go!" He bolted for the elevator.

The office door creaked open, and a Hitler-mustachioed head stuck out. "Where's Parker off to in such a hurry?"

"I think he said he had a date with some girl," said Mr. Robertson.

Jameson made a face. "Teenagers are disgusting."

"You should see my son's girlfriend."

There was indeed a guy dressed as a goblin flying a glider around Roosevelt Island. The problem was the buildings on Roosevelt Island were puny little things, not at all good for web-swinging. Spidey had had to hop on car hoods to get around like some sort of twisted Super Mario / GTA hybrid. Once he finally arrived in the goblin's flight path, he ran up a building to get a good look at the guy. Whoever this poser was, he definitely wasn't Norman or Menken. Dude could barely

steer his glider straight. He looked like a house fly buzzing around in the air.

Thwip.

The Goblin's obligatory gargoyle-themed glider was tethered by a strand of web.

“Do you know why I pulled you over?” Spider-Man reeled in his catch. “GUI – Goblining Under the Influence. How many fingers am I holding up?” He sprang into the air. *Crack.* “That's right! Zero!”

Spidey managed to stay on the glider after the punch landed, but only thanks to his wall-crawling powers. The glider had started doing nonstop barrel rolls. *Don't throw up in your mask, don't throw up in your mask, don't...* Man, it was his eighth birthday at Coney Island all over again.

“Oh dear.” The Goblin inspected Spider-Man grimly. “Red and blue. Someone's earned a pinch!”

Spidey ducked a fingertip-laser blast. “I'm confused. Are you the new Green Goblin, or are you just Hobgoblin getting into the holiday spirit?”

“You don't recognize me? I'm hurt!” The Goblin made an exaggerated frowny face. “It's me, your old pal Green Goblin! I came back from the dead so we could have more fun!” He reached into his pouch and tossed a razor-blade pumpkin. Spidey dodged, obviously, but something seemed off. Gobbie had thrown it overhanded, like he was expecting it to make an arc.

“Hold up, were you trying to throw a bomb and you grabbed the wrong thing?” Spider-Man snickered. “Oh, yeah, you're *totally* Norman Os-”

Spider-sense. Spidey hopped off the glider just in time to dodge another finger-laser. He landed on a rooftop and spun around to find Gobbie flying off into the sunset.

“Alright, alright, you've figured it out, genius.” The Goblin turned back to leer at Spider-Man. “I'm not the genuine article. You'll have to settle for Goblin Jr. I was hoping to get some practice with the gear first, but now that you've reared your ugly head, I'll have to speed up my timetable.” He zoomed out of earshot. Spidey chased after him, hopping from rooftop to rooftop, but without any skyscrapers to swing from, the glider was way too fast for him.

Wait. Goblin *Jr.*? Peter's heart sank. It couldn't be... No, no, any idiot could've found Norman's spare costume. Green Goblin II could be *anyone*. Besides, right now the issue wasn't who was under the mask.

It was the fact that the Goblin was headed straight for Queens.

Gwen examined herself in the bathroom mirror. There wasn't a bruise, thank God. When he wasn't on the Green, Harry didn't have much in the way of upper body strength. It had been more surprising than painful. Gwen struggled to meet her reflection's eyes. Mary Jane must have thought she was a complete baby.

Still, a weight was lifted off Gwen's shoulders. There were no more obstacles. No more pretending to be just friends, no more being polite to Harry, no more Liz Allan throwing herself at Peter before Gwen could so much as open her mouth. Gwen checked her phone – nothing from Peter. She felt like a little girl wide awake on Christmas Eve. In another hour or so, when he came back from the Bugle, she and Peter would finally, *finally* be together.

She might not have realized it until seventh grade, but Gwen had always loved Peter. She'd had something with Peter she hadn't had with Eddie or Harry or anyone else on the planet. When she

was with Peter, Gwen stopped being a stuttering wallflower and started being bold, witty, snarky... being *herself*. And also Peter was really, really, really cute. That might have been a contributing factor.

Well, Peter had been cute back when he was a scrawny little boy with Harry Potter glasses, but now he was *cute* cute. And Gwen had always assumed there was nothing under that baggy blue t-shirt but skin and bones, but Spider-Man clearly had a little something going on beneath his spandex. He had a pretty small frame – definitely not as buff as Thor or Captain America, but still, *woof*.

Gwen caught herself before she started drooling. Being Spider-Man hadn't just changed the way she looked at Peter physically. Before, she'd thought he was a complete wimp, the kind of person who'd have gotten stuffed into lockers if Gwen, Harry, and Eddie hadn't had his back. Now she knew, for the last school year at least, that had all been an act. The time he'd dodged the first few water balloons but then suddenly gotten drenched? The time Connors had turned into the Lizard and Peter had run for the hills, only for Spider-Man to show up a minute later?

Honestly, Gwen was shocked Peter was that humble. He never even got any thanks – The Bugle ripped him a new one on a daily basis. What kind of person lived like that? Putting his life on the line day after day, ignoring wealth and fame?

Gwen dabbed on more makeup. She wished *she'd* been bitten by a genetically-altered spider. Look at her. She was the exact kind of spineless loser Peter was pretending to be. She bet *he* never had nightmares about supervillain attacks.

Thump. A noise from outside. Oh, maybe that was him? He'd probably forgotten to text that he was on the way. Gwen hurriedly straightened her hair. *Be cool, be cool*. She wasn't going to fangirl out. She was going to act like herself. This would be exactly the same as being friends, only with more holding hands and making out and heartfelt declarations of love.

Gwen scurried out the bathroom and into her bedroom on the second floor. “Hello?” She called out. “Peter?” No response. Odd. Maybe her dad was home early? Or maybe-?

The far wall exploded. “Lucy, I'm home!” Through the dust and green smoke, Gwen made out a familiar shape. His hideous laughter was barely audible over the sound of someone screaming – *herself*, Gwen realized. “And I'm all dressed up for our date!”

She immediately ran for the door, but the glider blocked her path in seconds. The windstorm from its jets sent books tumbling off shelves and the blankets flying off the bed.

“Aren't you excited, honey?” The Goblin grabbed her arm. Gwen struggled with all her might, but he had her in a vice grip. “I'm taking you on a tour of the city... from a bird's-eye view!”

Gwen used her free arm to punch the Green Goblin with all her might. It was an incredibly efficient way to break her hand.

The next instant, the whole world whooshed past her. Gwen was in the open air, holding onto the Goblin for dear life as Queens grew smaller and smaller. “You'll see all New York's most famous landmarks.” The Green Goblin flashed her a wide grin. “The Statue of Liberty, the Empire State Building, the cold hard asphalt...”

Ah, the suburbs of Queens. Another locale not known for its towering skyscrapers. Spider-Man wasn't halfway there when the Goblin suddenly zoomed over his head in the opposite direction, laughing like a maniac. And Gobbie wasn't the only passenger on the glider.

Peter's breath caught in his throat. No. No no no no no no no no no no. This wasn't happening. This wasn't happening. Spidey did a one-eighty and bolted through the streets. Once he hit the Queensboro Bridge, he could finally get some decent swinging in, and once he reached Manhattan, he went at full speed. Spider-Man chased the Goblin past First Avenue, then Second, then Third... Gobbie finally stopped at Fifth Avenue. Oh look, they were right in time for the parade.

Humans and leprechauns alike broke formation and fled in panic as the glider came to a halt miles above their heads. Spider-Man, meanwhile, landed on a big four-leafed clover balloon directly across from where the glider was hovering. Now that he got a good look at her, Peter's fears were confirmed – the Goblin's hostage was Gwen, which meant it was Harry under that mask. The Goblin held out Gwen, letting her feet dangle over the open air. Looked like he was about to pull a "Venom," only there weren't any spunky high schoolers ready to catch Gwen this time.

"Harry! Harry! Is that you? Listen to me!" Gwen was fighting to keep from screaming. "You can't let the Green control you! Remember your dad-"

"The Green's not controlling a thing," cut in Harry. "It's opened my eyes. It's turned me into a man. Whereas *you* have done nothing but hold me back."

"Harry, I-" Maybe it was only because of the biting winds, but Gwen's eyes were watering. "I'm sorry."

Harry smirked at her. "Please, we all know how the Green Goblin feels about apologizing." He opened his hands. "Whoops. Butterfingers."

"*Gwen!*" Peter dived after her. Her screams filled his ears. Peter streamlined himself, making the tightest bullet-shape he could, but it was no good. Gwen was plummeting too fast. He had one chance. Had to use his webs.

"*Peter! Peter!*" He could see Gwen mouthing the words, but the sound was drowned out by the wind in his ears.

Peter held out his wrist... hovered his fingers over the trigger... Gwen held a hand towards him... and then Peter rammed his other fist into the web-shooter as hard as he could. Once the shooter was nice and crumpled, he fired.

KER-SPLOOSH. Gwen was engulfed in a glob of webbing, giving her a nice, bouncy landing on the street. Spidey landed next to her and dug her face out of the goop.

"You okay?"

"Yeah," she said breathlessly. "A little sticky, but yeah."

Back in the air, the Green Goblin gave an aside glance. "Ugh, what a cheap cop-out."

But back on the ground, though, Spider-Man was a bit too busy crushing Gwen with his arms to notice. "I'm sorry. I'm so, so sorry..."

"It's not your fault," Gwen murmured.

But the hug-session was ended by the hum of an approaching glider. "Getting a little handsy with the damsel there, aren't you, Spider-Man? Shame on you! She could have a boyfriend for all you know. Or… actually…" The Goblin gave his pointy chin a scratch. "...maybe you *do* know that."

"Give it a rest, Harry!" Spider-Man yelled. "You're not the Green Goblin – You're just a kid who

got high on crazy juice. You've barely even had time to learn how to use all your gadgets! You think I can't take you?"

"Well, considering those four Ravencroft escapees kicked your butt-"

"THAT WAS A FLUKE."

"Keep telling yourself that." The Goblin held up a pumpkin bomb. "Thanks for webbing my dear Gwendolyn in place, by the way. I do so hate a moving target."

"*Then you'll LOVE me!*" Out of nowhere, something smacked into the Goblin's glider, sending him spinning.

"Oh, this day keeps getting better and better." Spidey, Gwen, and the handful of parade-goers too stupid to run all gazed up at the sky. There was now a second glider-riding goblin hovering across from the Green Goblin. An oranger, hob-ier goblin.

"Sorry, kid." The Hobgoblin held up a pumpkin bomb of his own. "This town's not big enough for the both of us, and, frankly, you give the rest of us goblins a bad name."

"There's *more* of you?" groaned Spider-Man. But he didn't have time to stand around whining. While the Green Goblin was distracted, Spidey ripped Gwen out of her web-cocoon. "Go! Now!"

Gwen hesitated for a moment, then kissed Peter through the mask before running off into the safety of the crowd. Good, good. Now Peter could breathe.

Spider-Man hopped onto a skyscraper directly beside the patch of sky the goblins were circling. "Hobgoblin, what are you doing here?" he called out. "Tryouts for the Legion of Losers was last week!"

"Sorry, Wall-Crawler, your death will have to wait until I take out this sorry excuse for a goblin." Hobgoblin started to heave his pumpkin.

"Wait, wait!" The Green Goblin held out his hands. "I propose a temporary truce until we've taken down the Web-Head."

Hobgoblin lowered his arm. "Hmm... A tempting offer..."

"Hey, wait a minute!" Spidey turned to the Hobgoblin. "Maybe *I* propose a temporary truce until we've taken down the Green Goblin?"

Green Goblin turned to Spider-Man. "How about you and I have a temporary truce until we've taken down the Hobgoblin?"

"Okay, now I'm confused," said Spider-Man. "Anyone got a flow chart?"

"I have a better suggestion," said Hobgoblin. "How about EVERYONE KILLS EVERYONE ELSE?"

Both Spidey and Green Goblin dodged a flood of pumpkin bombs.

"Works for me." Green Goblin reached into his pouch.

"I hate you guys," said Spider-Man.

"Well, maybe you'll like my GREEN GOO?" The Green Goblin hurled a canister at Spidey, who hopped off the skyscraper to dodge. The canister hit the window and exploded into slime.

“They're called Gob-webs!” Spider-Man did a backflip, kicked Harry in the face, then fired his one working webshooter and swung to another building. “Sheesh, Norman had way more style than you. Can't you at least speak in rhyme or something?”

Meanwhile, back on the ground, a big black dot formed in the middle of the crowd. “Beware, people of New York!” Out popped the Spot. “The Spider-Man Revenge Squad is here to ruin St. Patrick's-” That's when the Spot spotted the pair of supervillains hurling bombs every which way.

“John?” The Kangaroo stuck his head out the black dot. “What's going-?”

“*Back in the portal! Back in the portal!*”

Back in the air, the goblins were circling Spidey's spot on the wall. Oh, *this* was going to end well...

“I've had just about enough of both of you.” The Hobgoblin reached into his purse and retrieved a pumpkin bomb the size of a basketball – or an actual pumpkin, come to think of it. The thing was so huge, he needed both hands to heave it over his head. “I've been saving this one.”

“Oh, lookie here.” Green Goblin pulled out one of his own. “So have I.”

Hobgoblin rolled his eyes. “Copycat.”

“Well, isn't *that* the pot calling the kettle black?”

“Ladies, ladies, please, can't you both just get along?”

Both goblin heads snapped towards Spider-Man.

The Green Goblin grinned. “If you insist.”

Both bombs went hurtling towards one tiny, spidery target.

“Allez-oop!” In the span of seconds, Spidey sprang into the air, webbed both bombs with one strand, and swung them into the center of the goblins. The bombs burst into green gas with an earsplitting shriek. Both gliders were sent spiraling out of control, crash-landing on the nearest rooftops and flinging their riders onto the pavement.

“Wow, you Norman-wannabees keep finding new and creative ways to utterly fail to impress me.” The moment he touched down on the roof, Spidey wasted no time webbing the unconscious Hobgoblin into a cocoon.

He went for the green one next, but it turned out the guy wasn’t down for the count yet. “I’m afraid you won’t be unmasking me this time, Spider-Man!” He stumbled backwards, firing some finger-laser warning shots.

“Why bother?” said Spidey, effortlessly dodging. “Doesn’t take a rocket scientist to guess you’re Harry Osborn.”

“Well, you’re hardly one to talk, *Pete*, old buddy, old pal.” The Green Goblin lobbed one last pumpkin bomb.

“Wow, that is, like, the least creative guess you could possibly make.” But a quick web detonated it in midair. “Wanna change it, or is that your final answer?”

“Please, a blind goblin could see how you were hugging Gwenny just now. And frankly, this twist is just too deliciously ironic not to be true.”

“Ooh, here’s some more evidence for you – Do these feel like Peter Parker’s knuckles?” *Crack*. One burst of spider-speed later, and the second Goblin was down for the count.

Over. It was over. Spider-Man stood hunched over on the roof a minute, hands on his knees, panting. Perfect. Now if he ever mentioned his former best friend who wanted to kill him for being Spider-Man, Peter would have to specify *which one*. That was… That was just sad, frankly.

“Alright, I'm pretty sure I know who 'Goblin Jr.' is.” Spider-Man walked over to the Hobgoblin. “But Donald Menken is in Ryker's, so...” He tugged off the mask. “*You?*” Spidey nearly did a pratfall. The person wearing the Hobgoblin costume this time was a young, confused-looking Asian man. “*Ned Lee?*”

“Wh-What's going on...?” Ned lifted his head and looked around in a daze. “Where am I?”

Oh man, that's how Menken had acted right after being unmasked, too. Spidey had assumed it was just his lame excuse to plead innocent, but, come on, there's no way the dorky guy who hit on Betty Brant was a supervillain. Looked like someone was brainwashing people into being Hobgoblins. But who? And why?

The sound of police sirens hit Spider-Man's ears. He gave Ned a sympathetic wince. “I, uh, I hope you've got a good lawyer, dude.”

A white-haired man leaned back in his desk chair. He wore a highly fashionable designer suit, and in his hand he clutched a perfume bottle. The man took a deep whiff.

“All wrong.” He handed it back to his terrified-looking secretary. “Start over from scratch.” The secretary obediently scurried off.

“Sir.” As soon as she left, another man in a suit entered the room. “Spider-Man apprehended both goblins – ours and the unidentified one. He left Ned Lee for the police, but he took off with the Green Goblin. We couldn't track him.”

The man at the desk shut his eyes and brought a hand to his temple. “When am I going to learn? If you want something done right...”

This wasn't the first time Harry had been left sprawled across his penthouse sofa in a Green Goblin costume. Peter couldn't help but feel sorry for him. First Harry was Green Goblin, then he wasn't, and then he was. Poor guy. It was like a self-fulfilling prophecy. Once Gwen dumped him and Harry relapsed on the Green, something in his drug-addled brain must have convinced him this was his destiny.

Maybe it was a little unfair to leave poor brainwashed Ned for the police and bring Harry back home, but on the other hand, Peter didn't know for a fact Ned had been brainwashed. For all he knew, Ned really *was* a bomb-throwing maniac. Best to leave that one to the legal system. Harry, on the other hand, had been in this situation before.

“Spider-Man.” Mrs. Osborn brought a hand to her eyes. “You've saved my son. I... I can't thank you enough.”

“Don’t mention it.” Spider-Man had perched himself on the back of the couch with his arms and legs folded like a frog’s. When he was in costume, standing normally felt kinda wrong. “But, uh,

speaking of not mentioning things… Harry seemed to think his friend Peter Parker was- was me."

Harry's mom took this in silently.

"Guess he didn't read the Bugle's big front page article debunking all that." Spidey hung his head. "But, uh, I feel really bad for the Parker kid, y'know? The media's hounded him enough… It's like if everyone thought Jimmy Olsen was Superman. So, err, pardon the alliteration, but I pity Peter Parker." Spider-Man paused. "Man, I wish that experience had taught him to quit following me with that stupid camera, though. I swear, that kid's such a loser. Err, don't tell him I said that."

Harry's mom gave the faintest hint of a smile. "You don't have to worry, Spider-Man. The truth is, Harry's always envied Peter, so… I can understand why he'd think that."

"W-Well, Harry's clearly had a break with reality, so..."

There was a solemn silence as the two of them watched Harry's chest rise and fall. His mom had given him an anesthetic so he wouldn't hurt himself.

A heavy sigh escaped Mrs. Osborn's lips. "Looks like it's back to Europe for more therapy from Dr. Hamilton."

"Yeah, and try and keep a closer eye on him this time." Spider-Man made for the window. "Any clue where Harry found the suit and the glider and the crazy juice?"

She shook her head. "Norman must have hidden a stash somewhere."

"Yeah, probably. You might wanna give Oscorp a nice, thorough spring cleaning. Anyways, I'd better go." Spidey fired a web towards the nearest building. "Take care of Harry."

"Don't you worry." Mrs. Osborn stroked her son's cheek. "I intend to."

Antagonist

Chapter Notes

See the end of the chapter for notes

With the goblins of both the Green and Hob variety taken care of, it was finally time for Peter and Gwen to have that long, long, long long, *long* talk and then make out.

“Alright, Peter.” Captain Stacy loomed behind Gwen, his hands on her shoulders, and gave Peter a look that made his blood run cold. “You owe my daughter and me an explanation.”

...Okay, Peter wasn't feeling too optimistic about the “making out” part happening.

He nosily swallowed his cold pizza (courtesy of the Stacy household's fridge). “Can't we just go back to that thing where you know my secret and I know you know my secret, but we both pretend we don't know we know?”

Gwen's dad folded his arms. “That bridge was crossed when one of your rogues gallery blew up the wall of my house.”

Gwen buried her face in her arm. “I'm gonna smell like peanut butter.”

“You kinda already do.” The remark earned him The Look. “Not that there's anything wrong with that!” Peter threw his hands up innocently. “I mean, it's better than cutting off your hair. When I was first making that stuff, I ended up smelling like peanut butter, like, always.”

“Hmm.” Gwen's dad leaned in to examine the mix of gray and brown goop in Gwen's hair. “I'd always thought your webs were organic.”

“*Why does everybody think that?*” Peter said under his breath. Aloud, he said, “No, no, it's an adhesive formula my dad was working on before the... y'know...” He faltered. “...the plane crash.”

“Must be expensive to make so much.”

“Like you wouldn't believe.” Peter took another look over Gwen. Even her jacket still had traces of webbing on it – though luckily, it’d would come right off in the washer. “I've got a version that dissolves after an hour, but that's for leisure-swinging only. I'm really paranoid I'm gonna web a crook upside down to a lamp post one day, and then the police will take over an hour to get there, and *splat*.”

Gwen's dad walked around the kitchen table to grab a slice from the box. “But besides the webs, your abilities are innate?”

“Yeah, I, uh...” Peter fidgeted in his seat. “I was bit by a spider, and it gave me spider-powers.”

Gwen's dad stared at him.

“That sounded less stupid in my head,” said Peter.

“Where did this spider... come from?” Something told Peter the man was only humoring him.

“It was a magic spider,” Peter said immediately. “Right before it died, it passed on its totem energy to-”

“You know what? I don't even want to know.” Gwen's dad pressed a palm to his forehead. “Fine, you got spider-powers, and then you decided to run around the city in your pajamas.”

Peter's face stiffened. “It's a wrestling costume.”

“Oh, is *that* why it’s so colorful?” spoke up Gwen.

“I *like* my costume!”

“All I said was it’s colorful-!”

“*The wrestling*, Peter,” came a third, sharper voice.

“Right, right. I, uh, tried to make some money at first-”

“-but then your uncle was murdered and you developed a vendetta against crime,” finished Gwen's dad. “I know, Peter. Walter Hardy was the first criminal Spider-Man ever caught. I put two and two together.”

Peter stayed silent, his eyes fixed firmly on his pizza slice.

“Does your aunt know about this?”

Peter shook his head. “I can't tell her. If she knew I was risking my life every day, all that stress topped with her heart problems...”

“And she'd probably try to make you stop, which you clearly have no intention of doing.” Gwen's dad met Peter's eyes. “Listen, Peter, I would tell you being a vigilante and fighting supervillains is insane and you're going to get yourself killed... if you weren't so good at it. There are more times than I'd like to admit when the NYPD was helpless against opponents Spider-Man took out with ease. I can't in good conscience encourage you to keep doing this, but I doubt there's anything I could do or say to get you to quit.”

Peter shrank in his seat. “And you're not going to tell on me?”

Gwen's dad shook his head. “If Spider-Man's identity got out, an army of supervillains would be at your doorstep waiting to kill your friends, your family... your girlfriend.” He shot Gwen a painfully unsubtle look. “All I can do is pray for the day when Spider-Man isn't needed. The police shouldn't have to rely on a child. It's like nature is pumping out superhumans faster than society can adapt to them.”

Peter's brow creased. “There's nothing natural about it. I don't know for a fact, but I'm, like, ninety-nine percent sure Oscorp's behind all this. I mean, Norman didn't strike me as the most ethical guy ever even before he became a crazy supervillain.”

Gwen's dad nodded. “We'll launch an investigation.” He took a bite of pizza. “I take it everything the Bugle says about you is lies?”

“*Oh* yes.” Peter scowled. “Jameson lives in a special world where he's always exactly right and other viewpoints don't exist.”

“Then why don't you sell pictures to *The Daily Globe* instead?” asked Gwen.

“Oh, y'know, exclusive contract, better pay, and it throws off suspicion...”

“Wait.” A smirk crossed Gwen's face. “When the Bugle ran that piece on why you're not Spider-

Man, wasn't their damning evidence the fact that Spider-Man wouldn't be stupid enough to dress as himself for Halloween?"

"Exactly." Peter smirked back. "It was so stupid, it was smart."

Just then, Captain Stacy patted his shoulder from behind. Peter nearly flinched. "This is umpteenth time you've saved my daughter's life. I owe you more than you can imagine. Gwen's the only family I have left."

Peter looked to Gwen. "I thought you had relatives in England?"

She glanced away, the humor draining from her face. "On my mom's side. We haven't really seen them since she… yknow...."

Gwen's dad glanced away. "It's getting late. We need to find a hotel."

"You can stay with us," said Peter.

"We wouldn't want to impose-"

"No, no, Aunt May loves company."

Alright! Gwen was staying over! Maybe making out was on the table after all?

There came a rap on the bedroom door. "Peter! What did we say about hanky panky?"

"*Aunt May!*" Peter and Gwen hurriedly peeled themselves off each other, then scrambled to unlock the door.

Simultaneously, Gwen said, "We were only studying, Mrs. Parker!" and Peter said, "We were only doing the hanky without the panky!"

Gwen's eyes snapped towards him.

"What?" said Peter.

"No more shenanigans, you two. I'm warning you now, I know about *everything* that goes on in this household." Aunt May smiled and shook her head, then turned for the stairs.

"Yeah, Aunt May," Peter called after her. "Nothing gets past you."

Gwen snickered. "*Peter*."

Peter re-locked his door. "Well, both our legal guardians have lectured us for being alone in a room together, which means by law, we're now officially dating."

"This is crazy." Gwen sat herself on Peter's bed. "It's like I'm dating a rock star."

"Yeah, just like a rock star." A smirk crossed Peter's lips. "Except for the money, the fame-"

"I'm serious. Everyone at school loves you!"

Peter laughed. "Last I checked, it was mostly just Flash. Which is worse than *no one* loving me."

Didn't seem like she'd heard him – Gwen's eyes were glazed over. "Ooh, ooh, take me web-swinging!"

“What? No!”

“Come on!”

“It’s- It’s dangerous.” Peter glanced aside, then muttered, “You’ve been dropped to your death enough times already...”

“Peter...” Her hand was on his arm. Honestly, Peter had thought there’d be an initial period of awkwardness like he’d had with Liz, but it turned out he and Gwen had gotten used to the physical contact right away. “I promise you I’m alright. There wasn’t one second where I didn’t think catch me.”

“W-Well, I’m glad you’re okay...” A sigh escaped Peter’s mouth. “Speaking of dangerous, we're lucky Aunt May didn't see you when you had web fluid all over your hair.” He sat down next to her and gave Gwen's shiny, clean hair a whiff. “Mmm, peanut butter.”

“Stop it!” Gwen blushed and jerked away, laughing.

“You know what?” Peter put an arm around her. “I've been dating you for, like, five minutes, and it's already *so* much better than dating Liz Allan.”

“Darn straight.”

“I mean it,” said Peter. “I felt like garbage every minute I was with her. You can't believe how glad I am you found out I'm Spider-Man. For once in my life, I can actually be honest with someone.”

“I do appreciate the honesty.” Gwen smirked. “I never would have guessed you were bitten by a magical spider. But as long as we're being 'honest' with each other, I should probably tell you about my secret love affair with Norman Osborn.”

“Okay, okay, it wasn't really a magic spider-totem.” Peter rolled his eyes. “That'd be stupid. I'm pretty sure Connors made the spiders as part of his cross-species genetics experiments. I just didn't want to mention that to your dad because then, y'know, the next logical question would be, 'Why would Dr. Connors want to give humans the properties of animals?' and then, 'Say, did Dr. Connors ever mutate himself into a horrific lizard person, by any chance?'”

“So what you’re saying is, if I snuck a spider out of its enclosure the next time I’m at the lab and goaded it into biting me…?”

“...you’d probably get, like, a couple ounces more spider venom than I did, and you’d grow pincers or something.” Peter ruffled her hair, turning it a bit closer to how it used to look.

“You know, you still shouldn't have sold those Lizard pics to the Bugle,” said Gwen. “Being Spider-Man doesn't excuse that.”

Peter cringed. “I know, I know, I just... I needed the money, and sometimes that has a way of stopping you from seeing straight.”

“I forgive you.” A distant look overtook Gwen’s eyes. “Guess Eddie doesn’t, though...”

“It’s not his fault. Whatever that alien symbiote thing is, it feeds on negative emotions. Hate is its favorite food.” Peter took a breath. “Anyways, besides selling those pic, I haven't told anyone about the Lizard. I mean, you haven't either, right?”

Gwen fiddled with her nonexistent glasses again. “I told... my therapist.”

Peter raised an eyebrow. “Giant lizard monsters sounds like one of those things they have to break confidentiality for.”

Gwen went pale. “I left it vague. Didn't mention Connors by name. You're the one who put the Lizard's pictures in the paper! It's not like people didn't know there was a giant reptile running around.”

“It's okay, it's okay.” Peter squeezed her hand. “No one blames you for needing to tell a therapist. Pretty much everyone in New York could use some therapy nowadays. Just, uh, don't mention what I do in my free time, okay? Spider-Man's a suspected criminal. They'd have to report me.”

Gwen brought a palm to his cheek. “You could use one, too.”

Peter gave her a wry smile. “A therapist would be nice, but I'd rather have a phone and electricity.”

“Maybe my dad could-?”

“Sorry, the Parkers don't accept charity. Ben would be rolling in his grave.”

“That's right.” Gwen withdrew her hand, then shut her eyes. “Your uncle. Was my dad right? Is that why you're fighting crime?” Silence. “It’s okay if you don’t want to talk about it-”

“No, Gwen, I...” There was a sharp intake of air. “I don’t want to keep *anything* from you anymore. Truth is...” Maybe he *was* a bit awkward about physical contact after all. “...part of the reason I didn’t tell you I was Spider-Man right away was because… Spider-Man did something horrible.”

Concern wrinkled Gwen’s brow.

“When I realized I had spider-powers, the first thing I wanted to do was call you and Harry and- and show off and stuff, but I was scared that if word got out, I’d be snatched up by a black helicopter or something… and then I found this ad for masked wrestling, and I thought I could make some money without showing my face because my aunt and uncle have always struggled to make ends meet, y’know? But the wrestling guy tricked me and he wouldn’t pay up, and then he got robbed, and I could’ve stopped the burglar, but I didn't because I was too busy being an angry teenager, and then that same burglar went and killed Uncle Ben *for his stupid car*. And if Aunt May ever learned that...”

The words came so fast. Peter had never said them aloud before, but he’d gone over them in his head more times than he could count. “So I guess my point is, your dad’s right in saying I wear a mask to protect my loved ones, but- but I also kinda wear it to protect *myself*.” Out of sheer curiosity, he looked up at Gwen.

She’d have passed for a wax sculpture.

Peter took a breath. “What happened to Uncle Ben is my fault, and… I’ve never told that to another human being before.” See, he’d excluded alien symbiotes, so that was technically true. “Ben had this saying – With great power, there must also come great responsibility. Pretty sure he was talking about puberty, but it applies to superheroes, too.”

One second, there was silence.

“*God, Peter*.” The next, Gwen’s arms were doing their best boa constrictor impression. “*It’s okay… It’s okay…* You made a mistake. That doesn't make it your job to fight every single bad

guy in the world. You don't have to do that to yourself-"

"No, you don't get it!" Peter wrenched himself free. "Even if that burglar hadn't just so happened to kill Uncle Ben, he'd have killed someone else, and *I could've easily stopped him.* Let's say I hang up the tights, and then one day I turn on the news to see that some random bystander was squished by the Rhino while I was at home eating Doritos – How am I supposed to live with myself?"

"But-"

"Your dad said it himself, Spider-Man can beat bad guys the police can't. Don't I have an obligation to-?"

He was cut off by incredulous laughter. "Obligation? You sound exactly like him-" Horror crossed Gwen's eyes. "Oh my god, what if that's, like, subconsciously the reason I'm into you?"

Peter managed a laugh. "Probably best not to dwell on that."

Gwen laughed, too. Then, gently, she brought her palms to his cheeks. "Listen, Peter, I understand where you're coming from. Better than most people, really. My dad feels the exact same way as you. So if you want to keep throwing yourself headfirst into danger… I'm not going to stop you."

"If it's any consolation," said Peter, "the most dangerous criminals at large right now are the Legion of Losers."

The tiniest of smiles formed on Gwen's lips. "You mean the furries that kicked your butt?"

"...Yes."

"I'm teasing, I'm teasing." Her eyes met the floor. "Seriously, though, Peter, what you're doing for people is- I mean, the number of lives you've saved..." She was at a loss for words. "You're the best person ever."

A smile forced itself on Peter's mouth. "I don't see how that could be true when *you're* standing right here."

Gwen made a noise between a bird's coo and a baby's gurgle. Peter got the impression it was involuntary. "I should warn you, Parker, I happen to be *extremely* vulnerable to mushy stuff."

"Oh?" That smile on Peter's mouth had grown a mite more devious. "Well, isn't *that* useful information?"

Gwen laughed again, but then she fell silent. "So you've… you've seriously never told anyone about your uncle?" Her boyfriend shook his head. "Not even Sophia Sanduval?"

Peter smiled. "No one but you.**"**

Gwen smiled back, but hers didn't quite reach her eyes. "Well, you don't have to be the only one with guilt on their shoulders. It's my fault Harry snapped. I tried to break up with him, and..." That smile had been on its last legs. "...it didn't go well. If I'd just been more patient with him-"

"Harry's a drug addict who guilt-tripped you into staying with him! That doesn't make you responsible for his mistakes!" Peter caught himself, then sighed. "I'm sorry, but that's a really stupid thing to feel guilty about."

“Well, I think *yours* is a stupid thing to feel guilty about.” Gwen leaned in close. “How about this? I won't let myself drown in angst if you don't.”

“Sounds fair...” Peter leaned in, too. “Hey, Gwen?”

“Yeah?” she said, barely audible.

“Y’know how you said you like mushy stuff?”

“Yeah. What about i-?”

“I love you.”

Gwen’s laughter was intercut with a few sniffles. “W-Well, guess that’s about as mushy as you can get.” She hurriedly wiped her eyes on her sleeve. “This probably goes without saying at this point, but… I love you, too.”

Their lips were millimeters apart when a rapping came from the other side of the door. “That's enough for tonight, Casanova!”

“*Aunt May!*” The lovers promptly toppled over each other. “How do you DO that?”

“No, Ned would never have done something like this! I've...” Betty Brant's cheeks reddened the slightest amount. “I've been to his apartment. He's a completely normal guy. He wouldn't even know where to *get* a goblin costume!”

“Thank you for your time, ma'am.” Sergeant Dewolff turned her attention to Jameson, who was slouched back in his chair. He seemed more interested in his cigar than the conversation at hand. “And do you have anything to add?”

“Last I heard from 'em, Lee was gonna investigate some shady perfume factory.”

Dewolff turned to her partner. “Sounds like Kingsley.”

Sergeant Carter snorted and made for the elevator. “You're grasping at straws. Why is it so hard to accept that this guy snapped, put on a costume, and started killing people?”

“How often does that actually happen?” scoffed Dewolff, following after him.

“It's not unheard of.”

“Maybe if his family was gunned down by mobsters or something...”

“I think it's ready.” Peter stood up from the chair at his workstation and proudly held out the fruit of their labors. Between his thumb and forefinger was a red, pea-sized doodad shaped like the logo on Spider-Man's back. “Our combined brainpower's expanding Spidey's arsenal. See, dating you's paying off already.”

“And these things really work?” Gwen was standing on the other side of the basement's table, which was piled with identical spider-shaped doodads. In her hands, Gwen held a modified GPS.

“Yeah, just flip the switch, and they emit a frequency that I can track with my powers.” Specifically, the tracers made Peter’s spider-sense tingle harder the closer he got to them, though Peter felt the spider-sense was a bit of an advanced topic to be getting into this early in the

relationship. “If I found the one you hid in the toilet bowl, I think I can find these things anywhere in Manhattan.”

Peter set to work stowing the spider-tracers and switch away in his utility belt. The red ones were for sticking on bad guys, while the special blue one was to remain on the Web-Head’s person at all times. If Peter was idle for longer than half an hour anywhere besides at home, school, or work, it'd set off an alarm on Gwen's modified GPS, which would then broadcast his location to her. Though honestly, they'd made that one more out of Peter's desire to have a more “Batman-like” utility belt rather than any legitimate concerns for his safety.

“Peter!” Right on schedule, there was a rapping on the basement door. “I don't want you to be late to school because you were too busy gazing into your lover's eyes.”

“Coming, Aunt May!” Peter stuffed his costume into his backpack, then took Gwen's hand. “Hey, uh, how much longer till your house is fixed?”

“Well, after the Master Planner fiasco, my dad made sure to get some 'superhero insurance' from those Damage Control guys. They're rebuilding the wall pretty fast, all things considered.” She laughed. “Why? Anxious to get rid of me?”

“Nah, I'm just used to web-swinging to school, but I don't want to ditch you every morning. You know I love having you around to help with my superheroics.”

“Just don't expect me to sew up your costume.”

“Don't worry, I'm good. Not to brag, but I'm kind of an embroidery master.”

“Wow, it gets torn that much?”

“What? No, I could sew before the spider bite.”

“...Why?”

“I think I had this masochistic thing where I was *looking* for reasons for Flash to give me a wedgie.”

Smythe hummed to himself. It wasn't the loudest humming ever, yet it echoed around the walls of the abandoned police station above. It was deathly quiet in here. Currently, Smythe was lounging around the secret laboratory, rocking his hoverchair back and forth. One of these days, he really needed to install an MP3 player in this thing...

After approximately forever, the phone rang. Smythe answered it with more enthusiasm than he'd expected. “Hello?”

“Are you in position?” The sharp, metallic voice of Emily Osborn assaulted his ears.

“I've been in position for hours,” said Smythe. “Where have you been?”

“My son and I are boarding a flight out of the country.”

Smythe was glad this wasn't a video call. Mrs. Osborn probably wouldn't have appreciated the smugness on his face. “Because your son lost to Spider-Man?”

“Like I ever expected him to win. That was meant as a teaching experience. We have... *plans* for Harry.” For the briefest of moments, the metallic quality was replaced with something bouncier.

“You're to continue producing super-mercenaries as normal. We have to be unrelenting – Spider-Man's bound to wear down eventually.”

“So do I have permission to go all-out against the Wall-Crawler, then?”

“As long as there's enough corpse left for Warren to work with, yes.” The phone call abruptly ended.

Smythe grinned from ear to ear. “Finally, we do things *my* way.” He knew exactly why the dozens of past supervillains had failed to kill Spider-Man – human error. Well, he wouldn't be having any of *that*. Smythe pressed a button on his armrest. A minute later, a swarm of robots scurried into the lab. These looked about the same as the ones he'd used to threaten Harry, only they had ten times the weaponry and were the size of horses.

Next, Smythe brought up some holographic displays of various web pages. Judging from all the social media sightings Smythe had been logging, Spider-Man was most frequently seen in the region from Midtown to the edge of Queens, and he chieflyoperated in very brief intervals of the day. He either had a job with long hours... or he was a high school student with an after-school job and a curfew.

“Hmm...” Smythe glanced at one of the video feeds, which displayed a black monster with a white spider logo on its chest. The video footage was being played backwards and forwards to look like the creature was dancing.

He'd given the matter a great deal of thought, and in the end, Smythe seriously doubted this Parker kid was Spider-Man.

“Spider-Slayers, go to Midtown Manhattan Magnet High School and kill Peter Parker.”

But it couldn't hurt to be thorough.

This would become the stuff of Midtown legend for millennia to come. The day Puny Parker walked into class holding Studious Stacy's hand. The whole room was sent into an uproar of whispers.

“*Eww, nerd love!*” said Sally in the softest voice she was capable of (which was still audible from the other side of the school).

“*Ha! They must really be getting desperate if they're hooking up with* each other*, am I right?*” Kong leaned over in his desk to nudge Flash in the gut.

Flash opened his mouth, but then someone behind him cleared his throat. Sha Shan, Glory, and Rand were all giving their partners dry stares.

“*It's, uh, whatever, man*,” said Flash stiffly. “*None of my business who Puny-*” Sha Shan raised an eyebrow. “*-I mean Regular, Non-Puny Parker wants to date*.”

On the far side of the room, Mary Jane watched Peter and Gwen with a content smile. Across from her, Liz quietly snapped a pencil in half.

Peter and Gwen were currently in the giggly, lightheaded phase of the relationship.

“Aww, he's cute!” Gwen shoved Sweaty Meatsmell into Peter's face.

“Yeah, I know, I've seen- *Ha, Gwen, he likes your hair!*” It was all they could do to keep the mutt from devouring Gwen's locks in one bite.

Sophia gave them a look. “He says it tastes like peanut butter.”

“It's a long story.”

Currently, the trio of Peter, Gwen, and Sophia were eating lunch at the picnic table outside. Sophia's legion of animals had swelled even more since the last time they'd seen her. Apparently, the drake from central park had followed her home.

“Hey, Sophia?” spoke up Gwen. “I hope I'm not causing any relationship drama.”

“No, it's cool, we're friends.”

“Thanks.”

Sophia shook her head, returning her attention to Peter. “Wow, I've known you for, like, two weeks, and *how* many supervillains have you fought in that time?” She sounded half-teasing, half-sympathetic.

“Well, I don't think the goblins, Man-Wolf, and Morbius are connected, but whoever sent Scorpion and Hydro-Man after me is still out there.” Peter shook his own head. “But what am I supposed to do, go snooping around Oscorp tower in my bright red and blue spandex?”

“Are we sure it's Oscorp-related?” asked Gwen. “Don't we have any other suspects?”

“Well, Miles Warren is kind of a creep,” said Peter. “He *says* he didn't want Man-Wolf and Morbius to take Connors's serums like they did, but I don't know if I believe him. And wasn't Warren recommended to the ESU lab by Norman? He could be in league with Oscorp.”

“I'm not sure.” Gwen's brow furrowed. “He seems like an alright person to me, but then, I wouldn't have pegged Norman as the Green Goblin type, either.”

“So, err, you don't think it's overly optimistic to assume all the supervillains have been beaten and no more are ever gonna turn up again, do you?” asked Sophia.

The schoolyard filled with screams.

“Maybe a mite optimistic,” said Peter.

“What's going on?” Every other student was fleeing in the same direction, so, naturally, Peter, Gwen, and Sophia ran the opposite way. What they found were half a dozen killer robots marching towards the school's front doors. Think the Mars Rover mixed with giant, mechanical crabs, only instead of pincers, they had buzzsaws and rocket launchers.

The instant Peter drew near, the camera-turret “head” of each robot shot towards him. His spider-sense blared louder than the school's fire alarms. “Oh poop.”

The next instant, he was tackling Gwen and Sophia out of the way as a flood of missiles shot towards them. There was a deafening explosion, leaving the far wall in pieces. “Did it-?” Peter looked back, but thankfully no students seemed to have been injured. In fact, the robots were kind of ignoring them.

“*I think they're after me.*” Peter told the girls in a harsh whisper. “*You two run!*”

"*But how will you get into costume with all these people around?*" Sophia whispered back.

"*I'll think of something. Now get out of here!*"

They didn't need to be told twice. As soon as Gwen and Sophia were properly fleeing in terror, Peter returned his attention back to the killer robots. The robots scurried towards him, their buzzsaws whirring at full speed. Peter tried to circle around them, but they followed his movements perfectly. Dang, these things *were* going after him. Either someone else had found out his secret identity, or Venom had taken up robotics.

The tin cans moved in closer, backing Peter against a wall. Of course, he could easily hop over them in a single bound and then run for the streets, except then the random passerby might have a few questions regarding Peter's spontaneous jumping skills. Next thing he knew, a bunch of reporters would be at his doorstep accusing him of being Batroc the Leaper.

The robots were mere feet from him now, and those buzzsaws looked awfully sharp. Oh well, secret identities were going out of vogue anyways.

"*Quack!*" Out of nowhere, a swarm of animals surrounded Peter, led by a particularly angry-looking drake. Sweaty Meatsmell snarled at the robots while hordes of pigeons flew in the way of their cameras. Oh man, Sophia was probably trying to help, but if he didn't act fast, there'd be more dead animals lining the schoolyard than Peter was comfortable with.

Wait a minute. With all these critters distracting people, this was the perfect opportunity to round the corner and change into costume. Then all he had to do was run up to the rooftop so as not to look *too* suspicious, then jump down into the middle of the robot horde.

And that's exactly what he did. As soon as the animals saw Spider-Man, they dispersed and fled to safety.

"Ah man, robots? I had these hilarious quips planned, but they'd be wasted on *you.*" All those birds had apparently confused the robots' censors, but now that they were gone, the bots turned their full attention to the Web-Head. Spidey backflipped into a robot and rammed his legs through its hull. That seemed to sufficiently break it, so next up he hopped out, then ripped off its buzzsaw arm and hurled it into another bot. "Geez, these ones are fragile. Mysterio would *not* be impressed."

Next up, Spidey webbed a robot and swung it into another one, causing both of them to explode in a sick fireball. The next robot got the bright idea to launch its rockets. In the span of seconds, Spider-Man bounced into the air, webbed the rockets, and returned them to the sender.

Only one robot left. Spider-Man wagged his hands in a "come at me, bro" gesture. The robot spun around, activated a jet in its underbelly, and took off into the air.

"Oh no, it's getting away," said Spider-Man. "If only I had some way to follow it."

Smythe watched the holographic monitor, muttering to himself. "Stupid bloody animals... What was a duck even doing at a high school?"

It was at this point that the last Spider-Slayer limped back into the secret lab. Smythe groaned as he hovered towards it. "At least *you* got away. Looks like I underestimated Spider-Man's strength. He must've been pulling his punches in all those videos I studied... Wait." He leaned down to pull something off the Slayer. It was a tiny red spider-shaped doodad stuck to the robot's shell with a dab of webbing.

Smythe stared at it for a solid minute. “Bollocks.”

Wham. “'Bollocks,' he says!” The front door had quite literally been kicked down, allowed good old Spider-Man to spring into the lab. “I've always wanted to fight an evil Brit! Dude, you should totally team up with Montana. I would die to hear you two having a conversation!”

“Die?” Smythe spun his chair towards him. “That can be arranged.”

“Okay, I walked right into that one.” Spidey ducked the Spider-Slayer's buzzsaw, then punched it from beneath, smashing clear through the steel. “Hey, I gotta thank you for sending robots after me. It's not often I get to wail on someone without worrying about pesky little things like 'hospitals' and 'homicide.' Proportionate strength of a spider and all that.” He drew into a fighting stance. “So I take it you're the one who sent Scorpion and Hydro-Man after me?”

“Bingo. And I take it you really are Peter Parker, then?” Smythe looked bemused. “Or at least you go to his school?”

“Oh, well, since you asked nicely, let me just tell you every last detail about my secret identity.” A thought struck Spider-Man. “Wait, so you weren't positive that Parker kid was me, but you sent robots after him anyways?”

Smythe shrugged. “What's a few extra dead children in the grand scheme of things?”

“I'm glad you said that. Now I won't feel bad about beating up a cripple.”

“Cripple?” Smythe chuckled to himself. “Is that what you think?”

Spidey brought his hands to his hips. “You're not just sitting in that sci-fi wheelchair for fun, are you?”

“No, my legs are like a pair of cinder blocks.” A sudden earnestness gripped Smythe's voice. “But I suppose I've never seen myself as a cripple. When I was first paralyzed, my dear old dad told me to think of it less like I was losing my legs...” He pressed a button on his armrest. “...and more like I was gaining the opportunity to turn myself into an indestructible cyborg.”

Before Spidey could so much as flinch, the hoverchair transformed. Its pieces unraveled and wrapped themselves around Smythe's body until every inch of him was metal-plated. For a moment, he remained hovering in the air, but then he slammed into the ground, forming a crater.... and pulled himself out of it on his own two legs.

"Dude," said Spider-Man, "my dad told me the same thing about puberty!"

“Single file, everyone! We need to do a roll call.”

Apparently, the school had decided robot attacks were about the equivalent of a fire drill. As soon as the swarm of bots were gone, students poured out of the building, herded into lines by their teachers. Gwen found herself led away by Professor Warren, but another girl had the nerve to break rank.

“Sophia-?”

“Sorry, gotta make sure my animals are safe!” And with that, she was gone, leaving Gwen alone on the school lawn. Well, not alone – She was surrounded by fellow students. Just friendless.

“*Are you okay?*” Until a certain redhead threw her arms around her.

“Y-Yeah,” said a dazed Gwen. “I’m fine, Mary Jane. I mean, why would I i-in particular not be? It’s not like the robots singled me out or anything.”

At this, MJ drew back, looking as sheepish as the full-time fox was capable of. “I’m not talking about the killer robots, I’m talking about the killer goblin that blew up your house!”

“Oh.” At this, Gwen shrank. “You know about that?”

Actually, it turned out Mary Jane was capable of looking a teeny bit *more* sheepish. “W-Well, the news said your house was attacked, and it also said that goblin guy abducted a blonde girl, and, y’know, I recognized that designer jacket I gave you.”

“I’m okay.” Gwen hugged her back. “That’s sweet of you to worry, though.” She let out a wry laugh. “Guess I can’t go twenty-four hours anymore without some crazy thing trying to kill me...”

“Hey, at least you got a heck of a consolation prize.” MJ gave Gwen’s arm a sudden punch. “Watching you and Tiger strut down the halls hand-in-hand was *beyond* cathartic.”

“Y-Yeah, guess I finally had enough near-death experiences to propel him into my arms...”

The remark, however, returned the frown to MJ’s face. “Why would the Green Goblin go out of his way to target you like that?”

“Oh, j-just because I’m the captain’s daughter, same as with the Doctor Octopus thing.” Gwen reply might have been a little too quick and a little too high because now MJ was giving her a look.

After a moment, though, MJ simply shrugged and said, “Guess you’ve got nothing to worry about, though. I’m noticing a trend of Spider-Man snatching you from danger. You could set your clock by how regularly Tiger swoops in to save you.”

A moment passed.

“...You mean ‘Tiger’ as in Spider-Man, right? Not-?”

“Y-Yeah! It’s not like I’m only allowed to call one person ‘Tiger.’ It’s a nickname. That’s a thing I do. Nicknaming people.”

Another moment passed.

“I’m gonna go see if Lion is alright.” MJ wasted no time hurrying off through the crowd. “That’s my nickname for Glory. See? Normal thing I do for everyone!”

A mechanical monstrosity lurched towards our lovable hero.

“Well, you're awfully glib for a dead man.” The eyepieces on Smythe's helmet glowed yellow. “I hope you're not harboring the illusion that I'll go down as easily as those robots. I save all the best weaponry for myself. You could say I'm the Ultimate Spider-Slayer.”

“Eh, your supervillain name needs work. You could call yourself the Lame Iron Man Wannabee. Or is that too on the nose?” Suddenly, a pair of turrets unfolded from Smythe's shoulders, and Spidey found himself dodging gunfire. “Ugh, when did my life become a bad Michael Bay movie?” Spider-Man pounced from one corner of the room to the next, a trail of bullets destroying every last desk, keyboard, and computer monitor in his wake. “And yes, I realize that was redundant.”

Thwip. Spidey webbed Smythe's eyes, then punched him in the chest. Unlike the regular Spider-Slayers, the Ultimate Slayer was barely dented.

“Nice try.” Smythe's eyes glowed even brighter, then fired a beam that melted the webs clean off. Spidey sprang up to the ceiling – which was good because the laser left a pretty big hole in the far wall.

“Laser-eyes, huh? Can't beat the classics.” Hmm, if this nut was too tough to crack, maybe Spider-Man could use his weight against him? “But I'm still not feeling 'Ultimate Spider-Slayer.'” Spidey kicked Smythe's legs out from underneath him, knocking him to the floor. Before he could get up, Spidey webbed him in place. “How about 'Third-Rate Silvermane Knockoff?' *There's* a name that rolls off the tongue. Or how about-” Spider-Man raised his fist. “*-murderer?*”

He slammed it into Smythe's face. “*That's* for Flint Marko!”

“Wow, you *must* be a high schooler. No one else is that naïve.” Smythe was barely webbed down for a second before he ripped his way out. Jets erupted from his back and the bottom of his feet, launching him into the air. “Sandman was a lab accident, a random mistake that disrupted the balance of things, and so he had to die. Sound like any arachnid-themed boy scouts you know?”

His shoulder-turrets fired another found of bullets, but Spidey dodged with blinding speed. “I can do this all day, pal!”

“The only reason you're still alive is dumb luck!” spat Smythe. “You're not some master strategist – You're a stupid brat! Well, here's a reality check, kid: Maybe you found some clever way to beat the Rhino or Scorpion, but the instant I fire every explosive I've got at you, no amount of jumping around and cracking jokes will save you!” His shoulders unfolded to reveal even more missiles-launchers, while his palms began to glow, preparing to fire totally-not-Iron-Man's-repulsor-blasts.

Spider-Man reading his dodging muscles. The blast radius might have been too big, but if he could reach the door... Wait, that was weird. His spider-sense wasn't tingling very-

Clink, clank, clunk. A canister rolled into the lab through the broken doorframe. Oh, okay, *now* his sense was tingling. *Bam.* The canister exploded, filling the room with gas. Spidey was agile enough to run through the door, but apparently the ultimateness of the Ultimate Spider-Slayer didn't extend to agility. He toppled over, leaving his weapons safely inactive.

“Sorry for almost gassing you, Spider-Man.” Captain Stacy met Spidey in the hallway right as a SWAT team stormed past them.

“It's cool,” said Spider-Man. “What's a little tear gas between friends?”

“Tranquilizer gas, actually. It's our new procedure for dealing with supervillains.”

“Ah, taking some cues from my victory over Scorpion, are we?” A thought struck Spidey. “But aren't sedatives supposed to be taken in precise amounts? Aren't you worried about overdosing?”

“I'd rather rush a supervillain to the hospital than let him tear up the city.” Captain Stacy shook his head. “It's simple escalation. As the bad guys get more dangerous, so do we.”

“I guess so...”

“Smart of you to call me beforehand.” He gave the slightest smile. “I'd thought you were more the type to jump in all by yourself.”

Spider-Man smiled back. It wasn't really visible because of, y'know, the mask, but it was the thought that counted. “Well, I'm usually paranoid about the police tracking the call and figuring out my secret identity, but I guess something was different this time.” He glanced back at the lab, where the officers were busy wrenching an unconscious Smythe out of his armor. “You're lucky I went in first. This guy had, like, a wheelchair that turned into Iron Man armor. You'd have been caught totally off guard, but I've got spider-sense, so I was good.”

“After the one in the rhino suit, nothing surprises me anymore.”

The instant Peter opened the front door, he was tackled with a hug.

“Oh, Peter, I was so worried-!”

“I’m alright, Aunt May. Sorry, I’d have gotten home sooner, but I was taking pictures of the school’s wreckage...”

Aunt May shook her head. “First rhinoceros-people, then a giant purple man, and now killer robots? Manhattan’s turning into a pulp magazine...”

As the hug ended, Peter glanced around the room. “Where are Gwen and her dad?”

“They went back home.”

“Already? Man, those Damage Control guys work *fast*.”

A smirk crossed May’s lips. “Why? Don’t tell me you’re eager to see more of Gwen?”

“Well, I, uh, wouldn’t object to it.” Peter drew back, blushing.

The smirk morphed into something more sincere. “She’s a special girl.”

“Tell me about it.”

“I like her.”

It was Peter’s turn to smirk. “What a coincidence, so do I.”

“Considerably more than Liz Allan, truth be told.” May turned away, but not before glancing over her shoulder to add, “You know, your parents met in high school...”

“Yeah, I know.”

And with that, May retired to her room for her afternoon nap, leaving Peter with only the muted TV for company. He flopped over on the couch, grinning like a lunatic.

The grin was, however, soon besmirched by a yawn. Peter could use an afternoon nap, himself. Truth be told, even Peter’s decisive victories left him kinda stressed.

But then he checked his phone, and he remembered the amazing new stress relief method at his disposal. The reminder, in this case, being a text prompting him to call as soon as possible. Peter double-checked that Aunt May’s bedroom door was shut, then brought his cell to his ear.

“*Peter-?*”

“Yes, hello, is this the gorgeous babe who gave me her number?”

“This is she.” He was met with giggles from the speaker. The just-started-dating euphoria was far from wearing off. It was like there’d been a wall between them all these years, and Peter hadn’t even known it until it’d suddenly collapsed. “I take it the robots didn’t kill you?”

“As if.” More giggles. “But they, uh, didn’t hurt any students, did they?”

“Not as far as I know. We're getting out of school for the rest of the week, though.”

“At least something good came of this.” Peter was back to grinning. “Looks like Warren was innocent after all. This dude named Smythe confessed to being the mastermind behind Scorpion and Hydro-Man, and it wouldn't be a stretch to think he made a good chunk of my original rogues gallery, too.”

“So no more supervillains to worry about?”

“Well, I don’t wanna jinx myself, but here’s hoping...” Peter shook his head, “Gee, though, a whole week with no school and no supervillains? How *will* we pass the time?”

More giggles. “W-Well, I wouldn’t be opposed to… picking up where we left off yesterday.” But then the giggling came to an end. “I mean, I know I’m not as good at the whole m-making out thing as Liz. Haven’t exactly had as much practice as her...”

Wait, what? Why was Gwen sounding all mopey all of a sudden? Had Peter done something wrong? “It’s not rocket science. You were- You were great.” No response. “I meant what I said before, Gwen. Dating Liz felt horrible. There’s no other way to put it. I was kind of in denial back then, but being with her made me feel so… guilty. And not just because I was keeping my double life from her.”

“I... felt the same way about Harry.” Finally, he’d goaded a reply from her. “So I guess we both screwed up in that department. Not gonna pretend I wasn’t devastated at the time, but, well, in hindsight, I did just randomly kiss you on Thanksgiving and run away and- and then avoided you, and I didn’t even make an effort to look nice until I got with Harry and, y’know-” Her words were gaining speed. “-his dad made some snippy comment, and I got all worked up like I always do, and I had to swallow my pride and go beg MJ to give me a makeover-”

“Wait, *what?*”

“-so my- my point is, I don’t blame you for initially going for the cheerleader with the perfect hair and boobs.”

“But that’s not- You’re-” Peter was almost at a loss for words. This was the same girl who’d stood up to the Lizard and- and Flash Thompson’s water balloon barrage! Peter knew she’d said she was seeing a therapist, but still, like, where had all that confidence gone? In the old days, Peter had never even considered that Gwen might be anything but the snarky science girl.

Peter continued tripping over his tongue for a second before finally blurting out, “Gwen, your boobs are *fine!*” At least over the phone, neither of them could gauge the color of the other’s cheeks. Small mercies. “I mean, more than fine. Better than Liz’s. Or- Or I *imagine* they are because I have *no* idea what Liz’s look like. I’m not being coy – I mean that. Liz and I never-”

“Yeah, but it’s not like you’ve ever seen mine, eith- *Oh my god, I am talking about my boobs with you. This can’t be real.*” Okay, maybe Peter couldn’t see the color of Gwen’s cheeks, but he could make a darn good educated guess.

“Yeah, funny, we’ve been best friends for years, and I don’t think this has *ever* been a conversation topic before.” Geez, dating Gwen had already proven itself to be the polar opposite

of dating Liz. If anything, Liz had been quite the braggart about hers.

"We're lucky my dad's still at work. If you think your rogues gallery is dangerous, you ain't seen nothing yet."

"Wait." Peter blinked. "You're alone right now?"

The reply took a moment. "Um, y-yeah. That kinda ends up happening a lot, what with Dad always busy."

"Oh, well, hey, at least you got me to keep you company now." Peter took a breath. "And Aunt May's taking a nap, so I'm actually alone right now, too."

"I should *hope* you are, talking about my boobs like that..."

"And, uh, Gwen?"

"Yeah?"

"Just to be clear, I don't care how you dress or whatever. If this makeover isn't you, y'know, you don't have to worry about it. Look however you *want* to look."

He caught a sharp intake of breath from the phone's other end. "That's sweet of you, Peter, but- but come on, I was basically invisible to you until Valentine's Day."

"That's not true." Peter's voice went tighter than he'd intended. "In fact, I actually miss your glasses. Whatever happened to those?"

Silence. "You mean it? You're not just trying to make me feel better?"

"Well, I'm… not *just* trying to make you feel better." Peter managed a laugh. "I mean, I wear the same blue t-shirt every day of my life. Since when do I care about appearance, right?"

"Thanks, b… babe? Honey? Ugh, every pet name sounds weird..." There was a bitter laugh. "I bet you never said these kinda pep talks to *Liz*, though."

"Maybe not." As he spoke, Peter sat up on the sofa. "But you know something else I never said to her?"

"What?"

"I love you."

The giggles made their triumphant return. "You honestly have no idea how happy you make me." A moment passed. "Seriously, though, Peter, I know you're just trying to rekindle my self-esteem here. I mean, you've never even *seen* my boobs..."

"Oh, it always comes back to boobs, doesn't it?" The giggles were followed by some mutual laughter. "Maybe it's, uh, time we found ourselves a new conversation topic?"

"Right, right. New topic." Which in turn was followed by a long silence. "So, uh, y'know, there's this app that, like, lets you send someone a picture but then deletes it after a couple seconds. That's- That's a pretty cool idea, right, Peter?"

"Y-Yeah. Wow. That's crazy. What'll they think of next? What a great new… unrelated topic."

Radio silence.

“Hey, look at that, some of my bad guys are on Action News!” Peter sprang to his feet, snatching his remote off a TV tray to hit unmute.

“Oh, okay, I’ll- I’ll change the channel on my end, too,” came Gwen’s voice from the speaker.

Onscreen, the news anchor was saying, “...Spider-Man Revenge Squad's reign of terror was put to rest today by a brand new superheroine.” The screen cut to an image of the Grizzly, Spot, Gibbon, and Kangaroo being led into a police van in handcuffs. They seemed to be covered in hundreds of tiny bites and scratches. “Their strategy of using the Spot's powers to teleport away was counteracted by – Am I reading this right? – by an army of squirrels.”

“Alright!” Peter fist-pumped. “Another loose end dealt with. Yep, it's safe to say our supervillain troubles are finally over. From here on out, it'll be smooth sailing for our friendly neighborhood-”

“Wait, we're getting breaking news!” Suddenly, the anchor brought a hand to her earpiece. “There appears to be a large-scale battle of superhumans taking place at Liberty Island. So far, none of the participants have been identified as any known superhero or villain.”

The screen cut to a helicopter's view of the Statue of Liberty. It was too far away to make anything out, but there was definitely a fight going down. There were bursts of red light and blurs zooming around every which way.

The news anchor squinted at the footage. “I don't recognize any of those...”

“Should you go?” came Gwen’s faint voice.

“I don't know.” Peter looked back at the TV. “Maybe we should wait and see what I'd be getting myself into.”

“Hey, look at that!” The anchor all but abandoned her professionalism to jump out of her seat and point at something on her video screen. “There's a man floating above the Statue!”

The live footage zoomed in on Lady Liberty's crown. There was indeed someone floating above it, and, as per tradition amongst these superpowered types, he was decked out in a costume.

“Who is that?” asked Gwen.

“Is that a bucket on his head?” Peter snickered. “Sheesh, *my* supervillains have *way* better fashion sense.”

“Humans of the world, listen well.” There seemed to be some speakers floating around him – the man's voice echoed, sounding crystal clear on the TV. It was commanding, refined. Something about it made Peter impulsively want to salute. “Your reign over this planet is coming to an end. Every day, more and more of my people step into the light. People superior to you in every way. We are the future. We are the Children of the Atom.” He held out his hand.

Suddenly, the news helicopter lurched forwards until its camera was mere feet from the man's face – or at least the sliver of it visible through his crimson helmet. Now that he could make out some detail, Peter saw that the guy was old. Like, *old* old. He made Aunt May look like a toddler. Every last wrinkle and gray hair was captured in crystal clear high definition for all the world to see. The man's violet cape billowed out behind him.

“And to my mutant brothers and sisters, I give a warning.” He extended his arm once again. “Those of you who do not join my brotherhood will learn *exactly* how strong the humans' ideals of liberty are.”

Lady Liberty's arm started to wiggle. On the other end of the phone, Gwen let out a gasp.

"*Oh my God!*" came the cameraman's screams. "*Is he-? He is! He's tearing it apart!*"

Peter ripped his head away. He couldn't look.

"Are- Are you gonna go?" Gwen stammered.

"Yeah, yeah," said Peter faintly. "Just let me pick my jaw up off the floor."

End of Lesson 1

Chapter End Notes

Next Issue: The Uncanny X-Men!

Codominance

Chapter Notes

See the end of the chapter for notes

Lesson 2: Genetics 101

"***Normalcy is the antithesis of evolution.***"

– Siddhartha Mukherjee

Spider-Man didn't know how he felt. On one hand, there had been no reported casualties, so this wasn't really a national tragedy, per se. On the other hand, *a superhuman terrorist had just destroyed the flipping Statue of Liberty.* Spidey had taken a look at itfrom his vantage point up on the tallest building on the coast. Liberty Island was painted gold by the sunrise, which would've been gorgeous ifthe place wasn't swarming with police and cleanup crew.

Of course, afterseeing that bucket-headed jerk crumbling up a national monument like a ball of Play-Doh last night, Spidey had swung straight there. He'd used the old web-slingshot trick to launch himself to the island, but by the time he landed, there wasn't a supervillain in sight. Bucket-head and his crew had cleared out. So now here Spidey was, standing on a skyscraper and staring wistfully at the pile of green wreckage in the distance. There had been talks of rebuilding it, except there would be nothing stopping Bucket-head from flying by and smashing it again.

Well, no point standing around moping. Spidey would be doing America more good by fighting crime.

Thwip. Not a moment later, Spider-Man was in a filthy back alley, webbing the knife from the hand of a burly-looking fellow who'd backed his lady friend against the fence.

"Oh, come on!" Spidey clocked the crook, then webbed the guy's no-doubt-soiled pants to the ground. "You're really gonna mug people the morning after the Statue of Liberty got toppled? Man, crime really *doesn't* sleep." He turned to the woman. She looked middle-aged, but not so old that she wasn't pretty. "You okay?"

"*Mutant! Mutant freak!*" The woman frantically swung her purse like a flail.

"Hey, that's not nice!" Spidey looked down at the man. "Even if he did try to mug you."

"*Get away from me!*" The woman didn't seem to appreciate the wit. She pushed past him and ran through the streets, shrieking her bleached-blonde head off. Spidey groaned to himself. The way people acted, you'd think Spider-Man had smashed Lady Liberty himself.

He tried not to worry about it as he swung back towards the center of Manhattan, but Spidey was having trouble shaking a thought. From what Bucket-head had said, it sounded like "mutants" were people with superpowers. What if Spider-Man *was* a mutant? What if the spider-powers came from being a mutant, and the spider-bite was just a wacky coincidence? Or- Or what if the spider *did* give him spider-powers, but Peter was *also* a mutant who so happened to have spider-powers? He could become... Double-Spider-Man!

And if Spider-Man was a mutant, should he be worried about what Bucket-head had been saying? About learning "exactly how strong the humans' ideals of liberty really are" and yadda yadda

yadda? Was there some kinda conspiracy going on that only Bucket-head knew about? Was the government going to start cracking down on superhumans and show up at Peter's doorstep to dissect him?

Once he reached Times Square, Spidey stuck to one of the giant TV screens. It took him a second to realize whose face he was standing on.

“Am *I* a mutant?” Onscreen was a guy in a skintight, sky blue outfit with a “4” emblem on the chest. His brown hair was flecked with streaks of white. “No, I don't consider myself one.” Mister Fantastic chuckled to himself. “Well, obviously I've been mutated-” He grabbed a finger and stretched it like putty. “-but it's not the same concept. I don't know what this terrorist meant when he used the word, but in biology, a 'mutant' is an organism with genes that differ from the norm. The changes that happened to my teammates and me were the result of cosmic rays that altered our bodies on a subatomic level during our fateful space voyage. It has nothing to do with our genes. And I think you'll find most others in the superhero community also fail to fit this definition of...”

Spidey tuned him out. The media had been accusing people nonstop for hours. Even the president of the United States had had to deny being a mutant. Sure, the public had always been a little on edge about superhumans, but now it was like they were expecting them to overthrow humanity any day now.

Ugh, Spider-Man didn't even want to look at today's Daily Bugle. If *regular* people were getting worked into a tizzy over superhumans, then Jameson might actually turn into the Incredible Hulk. HULK WRITE ANGRY EDITORIAL!

“No.” For once, Jameson was using his indoor voice. “I'm not going on a witch hunt.”

Robbie gaped at him. “Not going on a witch hunt? *You?*”

“As far as anyone knows, 'mutants' are just people with superpowers.” Jameson sat up in his desk and lit a cigar. “They don't deserve to be put under the bus just for having powers. Heck, most superhumans get their powers by accident – just ask my son.”

“How is he, by the way?”

Jameson bowed his head a fraction of a degree. “He's resting up at home. We've got more therapists and a new medicine that'll kill the rest of the spores – at least according to the buncha money-sucking quacks passing themselves off as doctors. John will be right as rain and back to work any day now.”

Robbie smiled. “That's good to hear. Guess it gives you a new perspective, doesn't it? Having a son with superpowers?”

“What are you blabbering about? New perspective? I don't have any new perspectives! For the last time, I don't hate superhumans, I hate masked vigilantes! Our paper doesn't need to slam just anyone with powers, it needs to slam the monster who tore down the Statue of Liberty! And I've got just the name for our new supervillain.” Jameson threw out his hands theatrically. “Magneto, the Master of Magnetism!”

“Magnetism?” frowned Robbie.

“Yes, magnetism! How else do you explain him bending all that metal?”

“I don't know...” Robbie scratched his chin. “Don't you think it's in bad taste to give hokey

nicknames to national terrorists?"

At that exact moment, a news report came on the miniature TV on Jameson's desk: "This just in – The nation of Latveria has given its response to last night's terrorist attack."

The screen cut to an image of a tall, broad-shouldered man, his metal-plated face hidden by the shadow of an emerald cloak. "Latveria is in no way connected to the humiliating destruction of your precious landmark, and your insinuation that we would ever strike with such barbaric and childish tactics is insulting to the name of Victor von Doom."

Jameson and Robbie stared at each other in silence.

"You know what?" said Robbie. "'Magneto' sounds fine."

Peter knew this would happen. He'd stepped inside the freshly-repaired school building, and the first thing to hit his ears had been, "*Mutants mutants mutants mutants mutants...*" The giant robots that attacked the school last week were all but forgotten, apparently.

Peter turned to Gwen, who was, as per newly-formed tradition, walking hand-in-hand with him. "Guess one weekend's not enough for people to get over their mutant hysteria."

Gwen fiddled with her glasses, which, for once, were existent. She seemed to have settled for a happy medium between "messy-haired dork" and "trying her hardest to look like a blonde MJ." Her glasses had made a triumphant return, and with her green jacket in the wash, she'd returned to her regular pink-jacket-pink-headband combo.

"Hey, Peter?" she said. "You don't think any of your rogues gallery are...?"

"Well, none of them have come out, but I always suspected Doctor Octopus."

"Hey, Flash!" Oh, joy. Peter's eardrums were treated to the delightful sound of Kong's spittle-filled laughter. He and Flash barreled past Peter, though Flash could only go so fast with his limp and his cane. "Don't look now, but I think Parker's a mutant!"

"Yeah!" Flash let out his own earsplitting laugh. "His power is super puniness!"

"Now, now, Flash." Gwen folded her arms. "Don't make us tell on you to *Sha Shan*." She said the name with enough pure gooeyness to make rainbows and sparkles shoot out her mouth.

Flash's ears turned bright red. "Very funny, nerdette. C'mon, Kong..." The two of them trudged off.

Peter let out a slow whistle. "Can you say 'whipped?'"

Gwen laughed. "I think it's sweet. At least he's *trying* to grow up, right?"

"I guess with Flash, I'll take what emotional maturity I can get..."

Liz gave the ketchup packet a halfhearted squeeze, spreading red goop onto a pile of lukewarm potato mush. A rush of air fled her mouth. "Petey used to love putting ketchup on his food…"

"Oh my gawd, Liz, you just broke up with him! He's not dead!" On the other end of their cafeteria table, Sally's eyes lolled in her skull. "Look, I know you're baskin' in shame at the horrible lapse in judgement dat led you to ever even give a nerd like Parker the time o' day, and

dat's totally understandable. I mean, if *I* was you, I'd be drownin' in shame and misary the rest o' my life, neva able to shake off dat horrible feelin' o' regret naggin' away at me, but..." Sally trailed off, then blinked a couple times. "What was I sayin' again?"

"Thanks, Sally," said Liz. "You always know how to make me feel better."

Sally patted her shoulders. "Dat's what friends are for."

"I mean..." Liz made a halfhearted effort to raise a fry to her mouth, but it failed. "...you're right. Petey-*Peter*. He- He was never worth my time. Stupid nerd cared more about his precious photography career than he ever did about me."

"Parker wouldn't know a hot girl if she kissed 'im on the mouth. Dating you was the closest he's eva gonna get to an actual, like, quality date." Just then, Sally's eyes flitted to a different picnic table. "Unless ya count the Midtown bicycle over there..."

Liz followed Sally's eyes to find Glory eating a carefully-sliced sandwhich on a carefully-folded napkin. After a moment's confusion, it occurred to Liz that Sally was probably looking at the redhead in the dress code-violating green shirt seated beside Glory and eating the most chaotically-constructed sandwich Liz had ever seen.

"What, Mary Jane?" Liz frowned. "Doesn't seem like the *worst* he could do..."

Sally snorted. "Yeah, well, Watson's not the worst *anyone* could do, if ya know what I'm sayin'."

"What, like, she's the lowest common denominator of dating options?"

"What? No, I'm sayin' she's a skank." Sally took a particularly angry sip of her juice box. "I saw her and Parker at the mall the otha week. It's bad enough she was his pity date to the Fall Formal, but now she's gotta be his rebound, too?"

"But MJ's still dating my brother-"

"Yeah, I'm sure she's countin' down the years till he's outta prison." Sally caught herself. "Uh, no offense-"

"And I thought Petey was with Gwen now?"

"Oh, I'm sure he dates *any* girl he can string along." At this, Sally laughed – an act that made Liz impulsively clutch her ears. "Have you seen him hangin' out with the new girl lately? How pathetic can he *get?* Parker used to just smell like garbage, but now he smells like animals, too-"

"Wait, animals?" Liz gave a start.

"Uh, yeah. Just *look* at the new girl. She's always covered in stray cats and pigeons and lizards and stuff. They flock to her like- like some kinda flock."

"Well, animals can be weird." Liz's gaze returned to her ketchup puddle. "My dad said something about animals a few weeks back. I think a pigeon swooped into one of his gift shops and stole a necklace."

"What, now animals are committin' crimes? It's like the end times are near." Sally gave this some thought. "I bet the mutants are behind it."

Liz couldn't help but laugh. "What, are we gonna blame mutants for all the world's ills now? Whatever happened to the Jews?"

“No, Liz, I told ya, they just do Hollywood. But c’mon, you can’t deny that mutants aren’t like a normal minority group.” As she spoke, Sally’s eyes widened. “They can be born with any kinda superpowa *at total random*. I heard about this one guy who was just sittin’ in class when suddenly he started shootin’ lasers outta his eyes. Almost burned down his whole school.”

“Well, that’s a… that’s a thought.”

Liz and Sally found themselves glancing around the outdoors cafeteria, checking students’ eyes for signs of redness.

Chat! Chat! You brought me food? Sweaty Meatsmell made his best efforts to snatch Sophia's sack lunch from her hands. *I want food! I'm very hungry!*

“Here you go.” Sophia held out an apple slice, which the mutt immediately gobbled up out of her palm.

Thank you! Despite his mouth being full, Sweaty's “voice” was unobstructed. *I love you unconditionally, Chat!*

“Chat” was the animals' word for her. Their names tended to be of the literal sort.

I love you, too, Sophia told him, kissing the tip of his sweaty head.

Chat. Just then, Rodentslayer pounced onto the table and gave Sophia a scathing look. *There are strange people lurking about. I don't like them.*

You don't like anyone, said Sophia.

Rodentslayer licked her paw. *True. You should pet me. I deserve to be pet.*

Cats were usually paranoid over nothing, but Sophia found herself glancing around, searching the crowd for any strange people. It was lunchtime, which meant there was a throng of students at the surrounding picnic tables. It wasn't until Sophia specifically listened for it that she caught the whispers.

“*...mutant?*”

“*Yeah, I think she is.*”

“*...say she controls animals. At first I thought it was crazy, but now I don't know...*”

“It shouldn't be allowed.” This last voice, belonging to a thin blonde cheerleader, was a step above a whisper. Judging from the shrillness, she could only be Sally Avril. “They outta have, like, separate schools for people like her.”

“Yeah, like, how do we know she's safe to be around?” Huddling next to Sally was fellow cheerleader Liz. “We don't even know what exactly her powers can-”

“*Shh! Shh!*” Sally's voice went even shriller. “*She's lookin' this way! She can hear us!*”

Sophia's stomach tightened. She was used to the extra attention from the constant flock of animals around her, but usually people didn't piece together that she had powers. And when they *did* piece it together... Well, let's just say Sophia wasn't keen on having to move again.

Chat, spoke up Tailfeathers from her shoulder, *these humans seem more hostile than usual. We*

should fly away.

When the sky makes scary noises, I like to hide under the bed, said Sweaty Meatsmell. *You should do that.*

Sophia had been planning on waiting for Peter and Gwen to show up as usual, but somehow she found herself rising to her feet.

“I think she's leavin’,” Sally said to Liz. “Dat proves it! Why would she run if she wasn't a mutant?”

But Sally's theory was disproved – Sophia didn't run. She marched right up to the cheerleaders, hands on her hips.

“Will you stop?” snapped Sophia. “I've never hurt anyone in my life.”

“Oh yeah?” Sally folded her arms. “Are you a mutant?”

“I...” Sophia faltered. “I don't know.”

“Where did you get your animal-controlling powers?” asked Liz.

“I just woke up with them one day. And I don't control them, I only talk to them. I can't make animals do anything they don't want to.”

“Oh yeah?” Liz's eyes narrowed. “And what if a pigeon wanted to, say, fly into a jewelry store, grab a necklace, and then fly to you?”

Sophia froze. “That- That's not- I never-” She stammered for a couple seconds, then turned and bolted. Hiding under the bed sounded pretty good right about now.

“Yep, she's running,” came Sally's voice from behind her. “What I tell ya? Guilty as charged.”

Sophia made a beeline for the sidewalk. She didn't care if there were teachers watching for students playing hooky during lunch – She had to get out of here. Sophia was almost out of the schoolyard when she bumped into a person she could've sworn hadn't been there a second ago.

“What-?” She stumbled backwards.

“Doesn't feel too good, does it?” It was a boy, probably in his early twenties. He wore a plain blue t-shirt, jeans, and a sleazy grin. He would've looked like every other boy in the school if not for his pure white, slicked-back hair.

“Leave me alone.” Sophia tried to walk around him, but the next time she blinked, he teleported in front of her again.

“You do realize what's gonna happen, don't you?” The boy spoke a million words a minute. “They're gonna freak out because of your powers and then you'll have to move again and you'll have to make brand-new friends and eventually you'll slip up and people will realize you've got powers *again* and you'll move *again* and you'll never have friends or a social life and you'll be known as the freaky animal lady forever and ever and ever and-”

“I *said* leave me alone!” Sophia didn't have to ask – Her animals instantly surrounded her, dogs, cats, squirrels, raccoons, and ducks all growling, hissing, chattering, snarling, and quacking at the white-haired boy.

“You know, I don't think you really want *me* to leave you alone.” The boy pointed a thumb at the crowd forming behind them. “I think you want *them* to leave you alone.”

“I want *everyone* to leave me alone,” said Sophia.

The boy's grin broadened. “What if I told you there was a place where people like them left people like us alone for good?”

“Yeah,” said a second voice, thick with the Brooklynest of Brooklyn accents. “A place where *they're* the weirdos and *we're* the normal ones.” Suddenly, another boy hopped out from around the edge of the school – literally. Sophia nearly screamed. His skin was bloated and pale, his eyes and teeth were greasy yellow, and he was hunchbacked. The boy sat down in the grass with his knees out and his arms between his legs. Anyone could sit like a frog, but not everyone's legs were deformed enough for the posture to look natural.

“Stay away from me!” Sophia was on the brink of running away again... but then the frog-boy opened his mouth. In the blink of an eye, a puke-green tendril shot out, grabbed a stray pigeon from the flock, and sucked it down his throat.

Aaaaaaaaahhhhh! Help me! the bird shrieked. *Help me! It's dark in here!*

Sophia saw red. “*Spit him out!*” She was ready and willing to beat the everloving daylight out of him, but the frog-boy hopped out of harm's way.

“Okay, okay, sorry, geez.” He reluctantly vomited the bird onto the grass.

It was still twitching. *Ugggghhh... Pretty colors...*

“Good job, Toad.” The white-haired boy scowled at him. “She's liking us more by the second.”

“What?” Toad shrugged. “I'm hungry!”

“Sophia? What's going on?” It was as Sophia was cleaning slime off the poor pigeon that Peter and Gwen finally arrived. They ran to Sophia's side, pushing their way through the herd of animals.

Peter's eyes fell on the strangers. “Who're these?”

“Yuck, normal people.” The white-haired boy made a face.

“Come on.” Sophia drew nearer to Peter and Gwen. “Let's so somewhere with less creeps.”

“Hear that, Pietro?” Toad gave his comrade a slimy grin. “She thinks you're creepy.”

“That's enough, you two,” spoke a third voice. Pietro and Toad spun around to find a girl walking towards them. She looked about the same age as Pietro, and she wore long brunette hair, a gold cross necklace, a black dress and stockings, and a scarlet jacket. She wasn't as clammy as Toad, but she was pretty pale, which gave her kind of a “goth” look. Of the three of them, she was easily the least skeevy. “Let's not scare another one away.”

“What do you want from me?” Sophia hugged her mucus-covered bird tighter.

“All we want is to keep you safe,” said the goth girl. “You saw how those children treated you. It's only going to be worse with adults. Our kind can't live among humans anymore.”

“Our kind?” repeated Sophia. “What's that supposed to mean?”

The girl frowned. “You haven't realized? You're a mutant, just like us.”

Sophia took this in silently. She looked down at her bird. “I was afraid of that...”

“What *is* a mutant, exactly?” spoke up Peter. “Is that another way of saying she has powers?”

The girl shook her head. “It means she has the X-Gene. Natural-born superpowers.”

“Genes are just a bunch of nucleic acids,” said Peter flatly. “How exactly would they let you talk to anim-?”

“Shh.” The next split-second, Pietro was in his personal space with a finger over Peter's lips. “Don't question it. It's science.” Peter pushed him off.

“It's not something we understand,” said the goth girl. “It's just the way it is.”

“What makes you so sure Sophia has this gene?” asked Gwen.

“How else do you explain her powers?” asked Pietro. “X-Genes, like a lot of things, come out during puberty, which is when Sophia's powers manifested, so Occam's razor says-” The goth girl gave him the stink eye. “What?”

Sophia was more tense than ever. “How do *you* know when my powers manifested?”

“Oops.” Pietro clamped his hands over his mouth.

The goth girl exhaled impatiently. “We know because Emma told us.”

At this, Sophia's entire body seized up.

“Sophia?” Peter and Gwen gave her concerned looks.

“Conversation's over.” Suddenly, Sophia pushed past them and marched towards the sidewalk. “Bye.”

“Huh?” Peter gave chase. “What's going on? Who's Emma?”

Sophia glanced back at him. “Remember when you said your ex was a parasitic alien?”

“What? Where are you-?” Peter tried to follow her, but the next instant he was blocked by a wall of animals. Again, Sophia hadn't had to ask.

With all the birds flapping around his face and the dog snarling at him, Peter was forced to retreat. He reluctantly returned to Gwen's side, watching as Sophia rounded a corner and vanished. As soon as she was out of range, the animals dispersed and went about their business.

Peter looked back at the trio of mutants. “Okay, I'm officially confused.”

“Sorry, we don't fraternize with humans.” Pietro grabbed Toad and the goth girl by the back of their necks. “Gotta run. Wanda here gets cranky if she doesn't have her nap. Toodles.” The next instant, they were gone. At first Peter thought they'd teleported, but then he noticed the gust of wind and the blur rapidly shrinking over the horizon.

“Oh my god.” Peter brought a hand to his mouth. “I think that guy is the Whizzer!”

The commotion hadn't gone unnoticed. The lunchtime crowd of students had swelled, and now a

whole horde of mutant-phobic teenagers were pointing and whispering. A couple teachers were doing their best to impose order, but teens are terrible and uncontrollable creatures, so their efforts went nowhere.

“Petey!” A girl pushed her way through the crowd.

“Hi, Liz,” said Gwen in the tone of voice usually reserved for finding something dead on your shoe.

“Oh, uh, hi.” Liz gave her a halfhearted wave.

Was it Peter's imagination, or did the temperature drop a few degrees?

“Did you need something?” Gwen deliberately wrapped herself around Peter's arm. He had to shake the mental image of a dog marking its territory.

“I- I noticed you two have been hanging out with that animal girl, and with all this mutant stuff in the news lately, I did some research.” Liz sheepishly held out her phone.

Onscreen was a news article. When Peter's eyes caught the headline, they widened. It read, “ANIMAL JEWEL HEIST,” complete with a blurry security cam photo of a pigeon flying out a shop's door with a priceless diamond necklace in its talons.

“Turns out animals had been stealing stuff all over the Bronx,” said Liz. “Food, jewelry, video games, cash registers, that kinda thing. They suddenly stopped right around the time that girl moved here. When I mentioned it to her just now, she ran for it, so she's pretty much guilty.”

Peter turned to Gwen. She looked as shocked as he was. “I... I can't believe it.”

“Me neither!” Just then, Flash walked by with Sha Shan. “These mutants think they can do whatever they want just cuz they have powers! I bet Spider-Man would show 'em a thing or two.”

“Yeah,” said Peter faintly. “Bet he would.”

Thwip. Spider-Man swung through the streets in a grid-formation, keeping his eyes peeled for any telltale herds of animals. He really hoped he found Sophia soon, both because he was worried about her and because he didn't want to have cut class for nothing. Peter wasn't looking forward to explaining this one to his teachers.

There had to be a logical explanation for this. Sophia wasn't a hardened criminal. She wasn't! And if she was, why would she have thrown herself at a do-gooder like Spider-Man? Well, okay, Black Cat had totally done the same thing, but still.

A flock of pigeons shot by beneath Spidey's feet. He was about to ignore it, but then he thought better of it and swung after them. Sure enough, the birds were headed towards a raven-haired girl sitting on a park bench. Sophia had apparently run all the way to a little patch of green in the middle of Midtown about a hundredth the size of Central Park. Spidey perched himself on a nearby flagpole to watch her. Sophia still had the half-eaten bird in her arms. She was doing her best to clean the slime off its feathers with her bare hands, and every so often she would sniffle to herself.

Spidey was about to change back into Peter Parker and talk with her, but someone else beat him to it. Sophia was approached by a pair of strangers – a guy and a girl who looked like they were in their late teens. The guy had carefully combed brown hair and a pair of ruby shades that screamed, “LOOK HOW COOL I AM! DON'T I LOOK COOL?” The girl, meanwhile, was a

conservatively-dressed redhead. At a glance, she seemed like the straight-A type. Picture Mary Jane, only less foxy, more Hermione Granger.

Even from a distance, Spidey could see Sophia tense.

“Sophia Sanduval?” Mr. Cool-Shades stopped at the edge of the bench.

Sophia shifted her posture. She looked like she might run for it any second now. “What do you want?”

“We need to talk to you.” The redhead gave her a warm smile. “We're mutants, like you.”

“*Will you people leave me alone?*” Sophia sprang to her feet. “I don't want to join your mutant cult or whatever!”

“Wait, what?” It was hard to tell for sure when those sunglasses made him look so stoic, but Mr. Cool-Shades sounded totally lost. “But we haven't-”

“Hey, now!” Spidey chose this moment to hop down between Sophia and the strangers. “The lady said she wanted to be left alone. Why don't you run on back to Mutant-land?”

“Spider-Man?” Now Four-Eyes McCoolshades sounded even more lost. “What are you doing here?”

“In Manhattan?” said Spider-Man. “You might want to familiarize yourself with the word between 'friendly' and 'spider.'”

“Listen, we're not here to hurt anybody.” The redhead stepped forward. “We're trying to help this girl. If you would let us explain-”

“Miss, are these two bothering you?” Spidey turned to Sophia, ignoring them. Sophia nodded. “Want me to swing you outta here?” She nodded again.

“At least give us a chance to-” Before Mr. Cool-Shades could finish protesting, the redhead put a hand on his shoulder.

“Let them go, Scott. We don't need to make a scene again.”

Mr. Four-Eyes “Scott” McCoolshades exhaled out his nose. “Fine.”

And with that, Spidey grabbed Sophia and her slime-covered bird and swung off. Once the mutants were far behind, he dropped his passengers off on a rooftop.

“You okay?”

“I'll live.” Sophia gave him the faintest of smiles. “That was pretty cool of you. Thanks.”

“No problem.” Spider-Man sat himself on the roof's edge to watch the passerby down below. “I've got a bad feeling those guys were Magneto's stooges recruiting for his brotherhood.”

“I've never seen you up close in costume before.” Sophia's eyes lingered on the skintight spandex longer than Spidey was entirely comfortable with.

“Hey, Sophia?” Spider-Man took a deep breath. Hoo boy, how could he broach this subject? “Liz showed me an old news article. It was about... animals robbing stores.” Before Sophia had time to react, he blurted out, “I'm sorry, I'm not trying to insinuate anything! I mean, all these crazy superhumans running around, you can't be the only one in New York with animal powers-”

“Peter.” Sophia gently set the bird down so she could bury her eyes in her hands. “Please don't hate me.”

“Of course not! I'm not mad or anything, I just...” Spidey faltered. “...wanted to make sure you were okay.”

Sophia slowly lowered her hands. “I'm sorry I didn't tell you. It's not exactly the kind of thing you mention on a first date, you know? I was never caught, and I... I guess I let myself think no one would ever figure it out. Pretty stupid of me.” She groaned. “And now Liz Allan and Sally freaking Avril know! They're gonna tell the police!” She gave Peter an apologetic look. “I know I broke the law, but that was a long time ago. I'm a different person now.”

Under the mask, Peter shut his eyes. “When I got my powers, the first thing I did was try to make money, but the guy cheated me, and then he got robbed, and I... I let the robber get away, and then...” He opened his eyes. Judging from her face, Sophia was hanging onto his every word. “Well, uh, the point is, heroes don't sprout up fully-formed. We all make mistakes.” He simpered. “I bet even Captain America did something bad once in his life.”

“Yeah, there must be at least one time he forgot to say his please-and-thank-yous.” Sophia laughed, but her heart wasn't in it. “I swear, I haven't stolen anything since I moved to Manhattan.”

“What made you turn over a new leaf?”

Sophia looked away. “Well, the reason I started stealing in the first place was because there was this... person. A bad influence. I thought she cared about me. I was wrong.” She brushed the last few traces of slime off of her bird. “But she's out of my life now. For good.”

The white corset's laces were tighter than she'd expected, but she hardly noticed. Breathing was overrated, anyways. She turned to leave the changing room. For a second, she thought she caught a gust of wind, but maybe it was her imagination.

The girl returned to the center of the boutique, balancing precariously on her white heels. “How much is this one?” She turned to the only other person there, the store owner. His eyes were dull and glassy.

“Upwards of four thousand dollars,” he said in a monotone. The girl smirked at him. “But for you, my queen, it's free.”

“That's better.” She made for the exit, her white cape swishing as she spun around. “Now be a dear and go fill out whatever paperwork it takes to not have this reported missing.”

“Yes, my queen.”

The girl's hand was on the door when a voice called out, “Having fun with your mind-slave, Emma?” She paused, sighed, then turned to find a white-haired boy grinning at her.

“Quicksilver.” She gave him a cold stare. “To what do I owe this pleasure?”

“Do I detect a hint of sarcasm?” Quicksilver put a hand over his heart. “Hurtful.”

Emma folded her arms. “Are you going to tell me why you're here, or do I need to rip it from your head?”

“Trust me, you don't wanna know what's in *my* head.” Quicksilver's eyes wandered over Emma's clothing – or lack thereof.

Emma rolled her eyes. “Why are you here, Pietro?”

“Oh, it's not big news or anything.” Quicksilver admired his own fingernails. “The gang and me were just looking for mutants to recruit, and we stumbled across a certain chick who can talk to animals.”

Emma nearly tripped over her heels. “Chat? You found her? Where is she?”

“Don't get your delightfully tiny thong in a twist,” said Quicksilver. “She's totally fine. We were gonna recruit her into the Brotherhood, but then Toad tried to eat one of her birds, which I'm guessing is a teensy faux pas with these tree hugger types- Ack!”

Suddenly, he had a hand around his neck. The fingertips were turning to diamond. “*Where is she?*” The question was out loud and in Quicksilver's head all at once.

“M-Midtown High,” he gargled out.

Emma released him. “Good boy.” A smile spread over her silver lips. “Oh, and Pietro?”

“Yeah?” he asked hoarsely, gasping for breath.

“The next time your sneak a peak while I'm changing, I'm turning you into a vegetable.”

Quicksilver grinned. “Worth it.” He shot out the door like a bullet.

Chapter End Notes

Next Issue: Spider-Man versus the Master of Magnetism himself!

Phenotype

Chapter Notes

See the end of the chapter for notes

“Here. It's this one.”

Spidey landed before an unremarkable Queens apartment complex, where he dropped off his passenger. “You gonna be okay?” He glanced back, checking the streets for passerby. “A bright red and blue guy swinging around with a girl in his arms isn't exactly inconspicuous.”

“I don't think anyone followed us.” Sophia made her way to the doorstep. “I should be fine.”

“If you say so.” Spider-Man shot a web towards a far-off building. “Put me on speed dial, okay? And tell your parents to keep a lookout for bad guys.”

At this, Sophia acquired a dead look in her eyes. “My big sister, actually.”

“Oh.” For once, Spidey was glad she couldn't see his expression under the mask. “Sorry, I didn't mean to-”

“No, no, it's okay.” Sophia turned for the door. “I, uh, I heard about what happened to yours. The plane crash. Came right up when I googled 'Parker' because, y'know, your dad was a big scientist guy.”

“The *biggest* scientist guy.” There was a brief silence. “I, uh, I'd better go.”

“Bye.”

“Bye.”

After approximately forever, Spidey gathered the wits to swing off.

And now for the fun part of the day where Peter got to explain why he cut class after lunch. Once he reached Midtown, he ducked into his usual spot behind the trashcans, changed back into his clothes, and waited by one of the school's side doors. The rest was up to fate – Either Peter would be let in by a friendly student who'd give him a fist bump for cutting class like a boss, or he'd be let in by a monstrous teacher who'd send him to the principal's office, expel him, and then bury his pieces under the floorboards.

“Peter!” Thanks to the magic of text message, though, the one who opened the door was Gwen. “Hurry.” As soon as Peter was in, Gwen shut it behind him and led him down the hall. “No one's noticed you're gone yet. Right before attendance, the principal called everyone down to the auditorium. Probably announcing a fundraiser or something.”

“Wow, the school's cheap money grabbing is good for something after all.”

Peter and Gwen slipped into a passing crowd of students and made their way to the auditorium. Apparently, whatever announcement the principal had to make applied to every single student in the school. The place was packed, and every last kid was whispering to their friends. The only one sitting up straight and being quiet was Hobie Brown, but that was less because he was polite and more because the guy was, like, eerily quiet at all times.

“You think he's making some announcement about mutants?” whispered Gwen. “Maybe he saw

the ones bothering Sophia?"

"Or maybe this is about the killer robots last week," Peter whispered back. "Or Venom, or – Okay, the school gets attacked a lot."

"Good morning, Midtown High." It was at this point that the principal stepped up to the podium onstage. He was a chubby, bald, middle-aged kinda guy. Nothing remarkable about him. "Today we have a guest speaker." Except for his bright yellow snake eyes.

"*Gwen.*" Peter grabbed her arm. "Something's wrong."

She spun her head his way. "What? How do you know?"

"My spider-sense is tingling."

"Your *what* is *what?*"

"I've got precognition. It's one of my spider-powers."

"That's not a spider-power!"

"It's- Look, that's not important." Peter ducked out of his seat and hid by Gwen's legs. "I might need to change into costume. Let me know when the danger happens so everyone's distracted-"

The ceiling above the stage exploded.

"I think that's right now," said Gwen.

The auditorium filled with screams. Some of the brighter students immediately ran for the fire exits, but before they could make it a couple feet, the walls exploded, too. Steel pipes erupted from them, spewing sewage, and then twisted in front of the doors like a bunch of puking snakes.

Back on the stage, a certain red-and-purple, bucket-wearing supervillain descended in through the hole in the ceiling. He wasaccompanied by a swirling vortex of metal debris.

"Children are the future." Magneto sounded crystal clear over the shrieks – Those speakers must still have been in the vortex somewhere. "But, regrettably, not all of you can be a part of that future. Consider this your day of judgment." As he spoke, a silver orb the size of a car followed him down the hole. It hovered above the crowd, then twisted, almost liquid-like, to reveal a ruby in its core. "The Cyttorak Gem is composed of a rare mineral that emits a special radiation. To humans, it's harmless. However, if one possesses a dormant X-Gene, it will be awakened and bolstered."

Thwip. A strand of webbing hit the ruby.

"Dude, that's cold," said Spider-Man from his spot on the far wall. "I can't even give my Pikachu a Thunder Stone."

Magneto's eyes passed straight through him. "In the coming days, many of you will develop your gifts. The Brotherhood will find you and give you the chance to join us. To those of you who do, welcome to the future. And to those of you who do not-"

"So when I punch your head, will it ring like a bell, or-?" Spidey pounced at his target, fists flailing... and was promptly sent flying across the room. He was pinned to the far wall by his wrists.

“To those of you who do not,” Magneto said calmly, “you have my condolences.”

What the-? Oh. Oh, poop. Spidey's web-shooters were metal. He probably should've thought this through.

You couldn't see it, but the students were getting exposed to all sorts of crazy radiation from the gem. But what could the Web-Head do about it? He could fire his shooters, except Magneto had left them pointed horizontally, so they wouldn't really do any good. Could Spidey free himself from them? Didn't people on TV sometimes break their wrists to escape handcuffs? Man, he was gonna have to break his wrists, wasn't he?

Spider-Man turned his head to Gwen. She was one of the students by the fire exit, and right now she was staring at Spidey in horror. The most he could give her was a reassuring shrug. Things could be worse. It didn't look like Magneto was attacking anyone. He was only hovering the metal-coated ruby around the crowd, making sure everyone got plenty of yummy radiation. The problem was, depending on how fast the gem worked its magic, Spidey might be dealing with the Fantastic Forty in a minute here.

How many of his classmates had dormant X-Genes? Spidey pictured Gwen with superpowers. That... kinda turned him on, to be honest. Then he pictured Flash Thompson with superpowers. That turned him back off.

Suddenly, a voice from the other side of the fire exit called out, “Everyone, stand back!” The horde of students obediently drew away from the pipes.

Vwwm. There was a flash of red. The pipes burst into pieces, but the shrapnel froze in the air inches from the defenseless kids' faces. Into the room came the cavalry. They were a pair of heroes, a guy and a girl, in skintight costumes, with the guy’s being blue and gold and the girl’s being green and gold, and their belts both bore a black “X” emblem over a red circle. The guy had messy brown hair and a ruby vizor over his eyes, while the girl had flowing red hair poking out the back of a golden domino mask.

“Go, go, go!” The Dynamic Duo ushered the horde of kids out the exit. Redhead Girl pointed to the second fire exit across the room, which somehow caused the pipes blocking it to crumple up. Meanwhile, Grumpy Vizor Man aimed his eyes at Magneto. Old Bucket-head, however, made no effort to stop them. He simply hovered in the air, looking pleased with himself.

“Hey, Wonder Twins! Tag me in, tag me in!” With enough hollering, Spider-Man caught his co-heroes' attention.

“Spider-Man?” The girl floated towards him. He was guessing she had floaty-powers.

“Yep. And you're... Railroad-Crossing Girl?”

“We're the X-Men.”

“Ah, so you're one of those 'porn parody' superheroes. Got it.”

Railroad-Crossing Girl rolled her eyes. With a flick of her wrist, she caused Spidey's web-shooters to snap themselves open. He hit the ground with a thud.

“Well, that wasn't the *most* emasculated I've ever been...” Spidey pulled himself to his feet, rubbing his wrists.

“What are those?” asked Railroad-Crossing Girl.

“What, these things?” Spidey tried to pry his shooters off the wall, but Magneto had stuck them tight. “They're my web-shooters.”

“I thought your webs were-?”

“*Don't.*” He turned back towards the stage, where Magneto was watching the students flooding out the room. “So are we gonna fight the bad guy, or...?”

“Let all the kids evacuate first,” said Mr. Cool-Vizor. “Looks like Erik's letting them go.” As he spoke, the last of the students fled the auditorium.

“I have no interest in petty violence,” Magneto called out to him. “My work here is finished. Let the children go home. Once their powers manifest, the young mutants will come to me. They always do.”

“You exposed the stone to *children*, you maniac!” Railroad-Crossing Girl yelled back. “Their powers are going to be uncontrollable! Do you honestly think that's going to *help* mutants?”

“I suppose we'll soon find out, won't we?” Magneto began rising towards the ceiling-hole.

“Sorry, pal.” But before Bucket-head could make it a couple feet, Spidey sprang across the room. “I've got this muscle disorder where I punch evil maniacs in the face. Nothing personal.” He was *this* close to landing a hit on the jerk, but then a steel beam from Magneto's vortex wrapped itself around Spidey's torso and squeezed like a boa constrictor.

“Spider-Man!” Mr. Magoo fired some kinda red laser out of his visor, but Magneto blocked it by throwing hunks of metal in the way. Great, just great. Spider-Man *had* to get stuck with the stupid lame X-Man. Couldn't have had something useful like teleporting or phasing through matter. Noooooooo. Laser-eyes.

“Curious.” Magneto levitated the beam closer, giving him a closer look at his captive spider. “I don't sense any more metal on you. Your powers are natural, then? Are you one of us?”

“If I say yes, will you stop crushing me to death?” Spidey's voice sounded a touch more strained than normal.

A smirk crossed Magneto's wrinkled old lips. “Why don't you join the Brotherhood? In Genosha, your heroism will be appreciated. You won't have to wear a mask.”

“Sorry, my fans get upset if I take it off too much.” Suddenly, Spidey gave a start. “Whoa, don't look now, but your bucket's floating!”

“What?” Magneto grabbed his head, but his helmet had already lifted itself out of his reach. He spun towards the seats, where Railroad-Crossing Girl was hovering. The helmet zoomed into her hand.

“That's enough.” Her eyebrows quivered. “For future reference, if you want people to side with you, *don't smash the Statue of Liberty or attack a school.*” She flourished her free arm.

Magneto clutched his head, groaned in pain, and then plummeted to the ground. All the metal in the auditorium promptly went dead.

“W-Was that it?” Now that the beam wasn't pushing back, Spidey burst out of it and took some deep breaths. “That wasn't so bad."

Railroad-Crossing girl shook her head. “Even without the helmet protecting him, his willpower's

strong. I can't hold him forever."

Just then, the doors burst open and Captain Stacy ran into the room. "Let me take him."

"Stacy, nice of you to join-" He walked right past Spider-Man without so much as turning his way. "-us."

"What about his powers?" asked Vizor-face.

"Don't worry, we've got procedures in place to deal with superhumans." Before anyone else could get another word in, Captain Stacy hurried the unconscious Magneto out the fire exit.

As soon as they were gone, Spidey turned to his fellow superheroes. "Did that strike anyone else as a bit odd?"

Just then, the doors burst open and Captain Stacy ran into the room. This time he was accompanied by a SWAT team. "Where's Magneto?"

"With... you?" Spidey turned to the X-Men. All three of them groaned.

"I'm telling you, it had to be Chameleon!"

Ten minutes later, Spider-Man and the two X-Men were chilling out on the school rooftop. They'd searched everywhere, even had Railroad-Crossing Girl do a "psychic sweep of the vicinity" (whatever that meant), but Magneto and Captain Fakey were nowhere to be found. Ah, well, at least Spidey had gotten his web-shooters back. Magneto hadn't damaged them too badly – If Spider-Man had to deal with broken shooters again, he swore he would scream.

Vizory McVizor shook his vizored head. "Magneto wouldn't work with a normal human. He must have a mutant with shapeshifting powers. It'd explain a lot."

"For the record, you two might wanna work on your secret identities." Spidey took a look over the X-Men. "I mean, a pair of mutants, one a redhead girl, and the other a guy with ruby eyewear? Gosh, I haven't the faintest clue who you are, *Scott*." He gave Captain Vizor a pointed look.

Railroad-Crossing Girl glared at Spidey (Scott might have been glaring, too, but it was hard to tell). "When we're in costume, we're Cyclops and Marvel Girl. How would you like it if *we* blurted out *your* real name... *Peter?*"

"Hey!" Spidey gave a start. "You can't trust everything you hear in internet dance remix videos!"

"I didn't watch the dance video," said Marvel Girl. "Well, I did, but that's not how I know. I read your mind."

"Oh, that is *so* not cool!" Spidey clutched the sides of his head, as if that could keep her out.

"Don't worry, I didn't dig too deep. I only skimmed your thoughts." She gave an apologetic smile. "I had to make sure you were trustworthy. I didn't mean to learn your real name, but stuff like that jumps right to the front of people's minds. In fact, sometimes it's a little hard for me *not* to pick up on stray thoughts and-" The smile vanished. "Okay, I don't know who Mary Jane is, but I would never do that with *anyone*, so you can stop picturing it now."

"Wow, you really *can* read minds." Spider-Man let out an impressed whistle.

Marvel Girl scowled. "Seriously, *stop it.*"

“Right, sorry...”

Gradually, her face went from furious to shocked to utterly bewildered. “Doctor Octopus in a speedo?”

Spidey gave a nonchalant shrug.

“If you know who we are, then you know we don't work for Magneto.” If anything funny had just transpired, it'd gone right over Cyclops's head. Spidey was gonna go out on a limb and say he was the wet blanket of the team. “That girl you swung off with before... we only wanted to help her.”

“Help her how, exactly?”

Cyclops and Marvel Girl traded hesitant glances. “We have a home for mutants,” said Cyclops. “Somewhere they won't be persecuted, and somewhere safe from Magneto's Brotherhood.”

“You're not indoctrinating mutants into your X-Men team, are you?”

“Of course not,” said Marvel Girl. “We're not like the Brotherhood. We're all about coexisting peacefully with humans. The only reason for the costumes and the codenames is so we can, well, do what you're doing. The police can't handle Magneto on their own.”

“Besides,” added Cyclops, “people need to see that mutants can be superheroes, too. Maybe the public will take to us the way they did the Fantastic Four and the Avengers.”

Spider-Man shook his head. “That's what I said when I first started out, too, back when I was a younger, naïve spider who didn't know anyone with the initials 'JJJ.'”

“Well, we're not forcing every mutant to join the X-Men if that's what you're worried about.” Marvel Girl stared at Magneto's helmet, which was still in her hands. “It's something a small handful of us volunteered for. In fact, most of the mutants we take in don't even know about the X-Men at all.”

“So where do you keep all these mutants, anyways?” asked Spider-Man. “Hogwarts? Some kind of petting zoo?”

“We're secretive about it,” said Cyclops, “but now that the public knows about mutants... Well, keep an eye on the TV. You'll know when we announce ourselves.”

“And don't go around telling everyone about the X-Men,” added Marvel Girl. “We won't give away your secret identity if you don't give away ours.”

“Fair enough.” Spidey took a deep breath. Alright, one last thing to get off his chest. “So, uh, out of curiosity, how do you tell if someone's a mutant or not?”

“We have a way,” said Marvel Girl. “You're not one, for the record. We specifically checked.”

“And what about all the kids who just got a dose of Magneto's rock?”

“The Cyttorak Gem.” As he spoke, Cyclops retrieved said gem from his pocket. It was a jagged and pointy ruby, not cut all symmetrical like in cartoons. “This is just a fragment of it. It won't hurt them, but if any of those kids happened to be mutants – and statistics-wise, at least a few of them were – their X-Genes will activate sooner, and their powers will be stronger.” His lip curled downwards. “All part of Magneto's 'evolution of mankind.' He'd probably planned on doing the same thing at every school in Manhattan.”

“Where'd Magneto get that thing, anyways?” asked Spider-Man.

“It's complicated.” Marvel Girl gazed skywards. “The important thing is, if an X-Gene activates anywhere in the world, we'll know, and we'll be there to protect the newborn mutant from the Brotherhood.”

Suddenly, out of nowhere, a big, black plane dropped out of the clouds.

“Whoa, what the-?”

“That's our ride.” Marvel Girl levitated Cyclops into the air, and the two of them started drifting towards it.

“Wait a minute!” Spidey waved his arms frantically. “What if Magneto's cronies attack while you're gone?”

“We can track them, too,” Cyclops called back down. “If they try anything, we'll be there. We only know a few Brotherhood members so far. There's Magneto's twin children, Quicksilver and Scarlet Witch, who have super speed and probability manipulation, and Toad, who-”

“-is a toad, I know,” said Spidey. “We've met. One last thing.” Beneath the mask, he shut his eyes. “Could you check to see if another person's a mutant? A girl named Gwen Stacy?”

“Sorry.” Marvel Girl shook her head. “We can't know for sure until the X-Gene activates.”

“Even *you* could technically still be a mutant on top of having unrelated spider-powers,” added Cyclops. “Doubt it, though.”

"Now goodbye, Spider-Man. Thanks for the help.” And with that, the pair of X-Men boarded their jet and zoomed off.

Spider-Man watched them shrink on the horizon. “Right, right, and I’ll just have my, uh, my own spider-jet pick me up. It’ll be here any second now.”

“X-Men? That sounds like something from a porno.”

“I know, right?”

Currently, Peter and Gwen were resting on the sofa in the Stacy family living room. School had been called off yet again due to supervillain attacks, but this time it was only for the rest of the day given no one was actually injured (besides Spider-Man, of course). If Midtown High canceled classes for the week every time a supervillain attacked, nobody would graduate ever again.

“Well, I'm glad to hear not all mutants are criminals, but...” Gwen rested her head on Peter's shoulder, watching the TV with half-lidded eyes. “...it's kinda scary, isn't it? That any kid could wake up one day with weird powers. Happened to Sophia, right? That thing Magneto had... Do you think it'll really activate X-Genes? I mean, we don't know how many mutants there are in the world. We don't know where the gene comes from. For all we know, I could start spewing lava any second now.”

“I wouldn't worry about it.” Peter stroked her hair. “If something dangerous is about to happen, I'll know.”

“With your spider-sense?”

“Right.”

Gwen laughed. “Any other 'spider' powers I ought to know about? Spider-flight? Spider-invisibility?”

“Nope. At least not as far as I know...” Peter feigned looking thoughtful. “Hmm, maybe I do have an extra power to two, and I just haven't figured out how to use them. Guess it'll stay a mystery forever.”

Gwen laughed again, but her face quickly grew sullen.

“Gwen? You okay?”

“I...” She sighed. “I really hope I'm not a mutant, that's all.”

“Even if you are a mutant, it depends on what powers you get,” said Peter. “I mean, on one hand, Sophia's animal-talking powers sound awesome. On the other hand... I don't envy Toad.”

“It's not just that,” said Gwen. “People like you get powers from a laboratory. Mutants are natural. What if Magneto's right and mutants are the next step in human evolution or something?”

Peter took this in silently for a moment. “You know, I'm not sure it matters. When Uncle Ben gave me his spill, he didn't know I had super powers. He thought I was a regular kid. 'Great power' is relative, right? You've gotta be responsible with however much power you happen to have.”

“But don't you think there's such a thing as too much power?” Gwen sat up to meet his eyes. “Do you think *everyone* with super powers needs to fight crime?”

Peter fidgeted in his seat. “I don't know. Not every super power's meant for fighting, right? Like, Sophia could probably do more good helping animal shelters than sending pigeons down on purse snatchers. It's just that with spider-powers, my options are kinda limited.”

“I guess you're right.” Gwen ruffled his hair. “Are you ever going to retire?”

“Maybe once Tombstone's behind bars and supervillains stop attacking the city every other day.”

“You’re sounding like my dad again.” She gave him a wistful smile. “Just be careful, okay? You were completely out of your depth against Magneto. If the X-Men hadn't shown up...”

“Hey, Gwen?” Peter put his hand over hers. “You don't have to worry about me. I'm *Spider-Man*.”

Gwen laughed in spite of herself. “Does the word 'hubris' mean anything to you?”

Their faces were just starting to inch closer together when the news broke their attention.

“-that I am a mutant.”

“Wha-?” Peter's head snapped towards the TV. “Oh, look, someone else is coming out as a mutant.”

Onscreen was an old bald guy in a suit. He was at the head of what appeared to be a press conference by the front gates of a mansion, and he was sitting in a wheelchair – the regular kind, not the “transforms into a Spider-Slayer” kind. Presumably.

“It is my dream that humans and mutants will peacefully coexist.” His voice almost reminded

Peter of Magneto's, only softer. It was every bit as authoritative, but it was also gentle, somehow. “Erik Lehnsherr, the man the media has dubbed 'Magneto,' has revealed the existence of mutants to the public in a hostile and reprehensible manner. I want the mutants of the world to know that Erik is an extremist, I want them to know that his is not the only path, and I especially want them to know that the doors of my school are open, and that they will be safe here.”

“Who is that guy?” asked Gwen.

“No idea.” Peter reached down to pick up Gwen's hot pink laptop off the rug. “Let's find out.” He typed in a couple words, then frowned. “I'm not seeing anything.

“Really?” Gwen peeped over his shoulder. Her jaw dropped. “What are you *doing?*”

Peter blinked. “Using a search engine?”

Gwen rolled her eyes. “Bing, Peter? Really? Just use Google like a normal person!”

“Okay, okay, I don't know computers. Sorry, geez.”

“You're, like, the second smartest kid in our class. How do you not know computers?”

“Well...” Peter's face flushed. “I'm not exactly in the income bracket of the typical computer owner. I usually use the one at the library or the Bugle for-”

“*Oh my God, is that Internet Explorer?*” It was at this point that Gwen yanked her laptop from Peter's incompetent hands.

“Why is this more emasculating than Magneto pinning me to the wall?”

“Here.” Gwen found a relevant article after about two seconds of Googling. “He's Charles Xavier. His Wikipedia page came right up when I searched for 'bald mutant wheelchair guy.' Hmm...” Beneath her glasses, Gwen's eyes skimmed the screen. “It says he's a genius billionaire psychologist geneticist.”

“Really?” Peter returned his attention to the TV.

“Yeah. Apparently he runs a school, too.”

“Hmm.”

Back onscreen, a reporter was saying, “So you can read minds?”

“That's correct.” A tinge of amusement crossed Xavier's eyes. “For instance, I know you're thinking about what kind of burger you'll order once you leave here.” This earned a chuckle from the crowd.

“He’s right!” said the amazed reporter. “I am!”

“I'm actually one of many mutant telepaths,” said Xavier, “though I'm the most powerful as far as I know.”

“But how do we know you or one of these other telepaths running around won't abuse that power?”

The twinkle vanished. “That's the crux of the issue. You don't.”

Sophia felt empty. After much deliberation, she'd decided she couldn't afford to miss another day of school. Hopefully, no one would notice her again. Sophia had done her hair differently, she's put totally different jewelry in her ears, and – and this was the one that made her feel empty – she'd politely asked all the animals around the school to stay away from her today.

Sophia sat at a completely different picnic table at the exact opposite end of the school from her usual hangout. Peter and Gwen wouldn't be able to find her, but oh well, that'd probably just make people recognize her, anyways. Sophia let out a heavy sigh. Nobody had given her any trouble so far. Everything was fine, except that it was way too quiet.

"*...mutant.*"

And then the whispers started. In retrospect, the quiet didn't seem that bad.

"*...that the animal girl?*"

"*Yeah, pretty sure that's her.*"

"*Sally said she uses her animal-control powers to rob stores.*"

"*You think she's in league with Magneto?*"

"*I dunno, probably.*"

"*Hate that guy. He almost killed me yesterday.*"

"*Seriously? That dumb mutie's really showing her face here after what happened?*"

That did it. Sophia sprang from her seat and stormed across the yard, straight towards the post where a teacher was standing guard. But the words hit Sophia's ears before she could even get close.

"Yes, I'd like to report a disturbance in the side yard," the teacher was saying into her walkie-talkie. "There's a mutant here – She's been attracting wild animals, and it's disrupting the other students."

No. Sophia stumbled back. No, no, no. This couldn't be happening. Who had the teacher called? Was someone coming for her? Somehow, before she was even aware of herself, Sophia was staring down the mob. "Will all of you please *stop?*"

Every last whisper came to a halt at once. Sophia blinked in surprise. The mob hadn't just stopped – It'd frozen in place, paralyzed. Sophia waved a hand in front of a random girl's eyes, but they remained glassy. Wait... that could only mean one thing.

"Chat," said a voice.

A shiver ran down her spine. Slowly, her gut filling with dread, Sophia turned around. Standing across the courtyard was a gorgeous girl. She had flowing, golden hair, an equally flowing white cape, and a combination of leggings, thong, and corset all so small and so tight that they'd make the wildest of sorority girls say, "Whoa, put some clothes on!" The girl looked only a year or two older than Sophia. Barely legal.

This couldn't be happening. That face... That smug little face Sophia had sworn to never see again. She was here, right in front of Sophia, plain as day.

"Chat." Emma took a step closer. "I've finally found you."

“*Stay away from me!*” Sophia tried to bolt, but Emma waved a hand, and suddenly her legs weren't responding to her brain. She toppled over into the grass.

“Why did you run away from me?” Emma gave her such a piteous look that Sophia was instantly overwhelmed with guilt- *No!* The emotions weren't real! It was a trick! “All I ever wanted was to protect you. You hurt me.” She held out a hand. “I really do love you, you know. I mean that.”

Sophia scoffed. “Newsflash, Emma, people generally don't *brainwash* their loved ones.”

“Brainwash?” Emma merely smiled at her. “That's such an ugly word, Chat. Think of it more like... making our minds one.”

“You are *so* full of crap!” spat Sophia. “You know, at first I actually thought you cared about me, but you were twisting my thoughts from day one, weren't you? Making me steal stuff to satisfy your kleptomania. Turning me into your puppet. And if you ever went too far, you'd just erase my memories and start all o-” She stopped mid-sentence. “Emma?” Chat blinked a couple times, then clutched her forehead. “Wh-What was I saying?”

“Nothing, sweetheart.” Her White Queen helped Chat to her feet. “Come on, let's go home.”

Chapter End Notes

> Fun Fact: Professor X's Wikipedia article really is the first thing that comes up when you Google “bald mutant wheelchair guy.” It's true. Try it for yourself.

Heredity

Chapter Notes

See the end of the chapter for notes

"*Please,* Aunt A! I swear I'll be on my best behavior!" Mary Jane virtually cornered her aunt before the front door, blocking her escape.

"Oh, Mary Jane..." Aunt Anna's eyes fell on the bag of luggage in her own hand. It was no doubt considerably easier to look at than MJ's face right now. "You know how badly I want to say yes… but you made me the exact same promise last time, and it didn't stop you from throwing one of those awful parties here."

"M-My friends from my last school were bad influences on me!" MJ remained firmly planted despite Anna's attempts to push past her. "I would never do that to you again."

There was a sharp intake of breath, and then, to MJ's surprise, her aunt *did* look her in the eyes. Turned out Anna's face was considerably less warm than usual. "I'm sorry, but… you need to go home."

After that, MJ trudged onto the front porch, allowing her aunt to lock the door behind them. Mary Jane watched Aunt Anna enter her car, then drive down the streets of Forest Hills and out of sight.

A rush of air escaped MJ's mouth as she leaned against the porch railing. She hugged herself, helpless as the March breeze washed over her. MJ had on a black jacket, actually, but its primary function was to look fabulous and expensive, with cold-protection being a distant second.

Mary Jane's eyes fell on her aunt's front yard. The flowers that weren't dead, the grass that'd been mowed sometime this century… Guess MJ would have to savor that while she still could.

"Yeah," she said aloud to no one in particular. "Home. I'll head straight there."

"*Do not approach walls or door, or tranquilizing gas will be released to immobilize Allan, comma, Mark.*"

A chorus of "WE KNOW!" rang out from the adjacent cells. An awful rhinoceros-person and an awful scorpion-person shot envious glares at the cell between them. The door whirred open, and the man inside was led out at gunpoint by a small army of guards. There was no animal-themed armor on this one. Instead, his skin appeared to be solid gold. The only clothing he wore was charred scraps of cloth that might have once been an orange prison jumpsuit.

Mark gave them a questioning look.

"Visitation." The head guard shoved a barrel in his face. It reeked of the chemical stench of tranq gas. "This is a privilege for good behavior, freak. Try anything, and you'll never leave that cell again."

Mark's only reply was a grunt.

The guards led him down the winding halls until they reached a room at the far edge of the Vault. Like every room in here, it was lined with reinforced steel, and the window was no doubt equally indestructible, courtesy of Oscorp craftsmanship. Mark seated himself in a chair, then reached for the phone on the wall. After a tense couple seconds in which it didn't melt, he brought it to his ear.

“Hey, big guy.” If there was one thing that could’ve made him roar to life, it’d be the head of red hair waiting for him on the other side of the glass. “Miss me?”

“*Mary Jane?*” Mark sprang to his feet, an act which caused the ground to shake. “You… You really wanted to see me like this?”

MJ managed a smile. “Well, it’s not the look *I’d* have picked out for you… but right now, you could look like the Thing and I’d still want to see you.”

A huff escaped Mark’s golden mouth. “I take it they still haven’t found the Goblin’s switch?”

Mary Jane shook her head. “The news said this was probably a different guy in the same costume.”

“Figures. You know, I think the real Goblin left my armor turned on just for kicks.” Mark gave a dry laugh. “Then the creep had to go and blow himself up. Least I finally burned out a couple days ago, so I’m not spewing fire anymore.”

MJ’s face lit up. “So they're moving you to the normal cells?”

“They can't. I've still got super strength. I could bust out.”

“Are they at least any closer to fixing you?”

“I bet.” Mark let out a huff. “It's a lot easier to just lock me up and throw away the key, but yeah, I'm sure they've got their brightest minds working on that cure.”

Mary Jane brought her fingers to the glass. “Don't talk like that.”

“Sorry.” Mark's own fingers strummed against the countertop. There was a *clink, clink, clink* of metal hitting metal. “I-I’m glad you came here, MJ. Truth is, I *did* miss you. More than anything.”

MJ gave a nod. “Feeling’s mutual.”

“I mean, I’ve never met a girl like you before,” said Mark. “One who’s so free… doesn’t sweat the details...”

But at this, MJ laughed. “Funny how that worked out. We were s’posed to be the couple who sidestepped all the love drama… so of course, we got swept up in about the most intense drama there could be.” Her fingers traveled to her scalp. “God, the only thing I wanted in the whole world was to share an apartment with a chill boyfriend. I just wanted one *stupid, simple* thing...”

“I’m sorry.” Mark leaned forward. His posture had to show the path of his gaze for him now that his pupils were covered in yellow plasma. “I know I haven’t exactly excelled at being ‘chill.’ Uh, pun not intended.” He titled his head to show he was glancing away. “Can’t believe I let myself get turned into this.”

“I wouldn’t even hold that against you if you could just go back to normal.” All MJ had to do to show she was glancing away was point with her eyes. “My aunt’s taking another trip to New Hampshire. And you know what that means...”

“Nowhere left for you to escape to.” A steam cloud escaped Mark’s mouth. “MJ, I swear if I could get out of here, I’d make a home for you. For us. But at this point, I’m not holding my breath.”

“But- But they can’t keep you here forever!” MJ fumbled for words. “What about that Dr. Pym

guy? Wasn't he raising a big stink about the ethical treatment of super-criminals?"

"You mean Ant-Man?" Mark nodded. "Yeah, I hear he's going around all the supervillain prisons. He actually came by to study us once. Tried to use his shrinky-dink powers to shrink us out of our subdermal armor, but it's fused to our skin, so... it didn't go too well. You shoulda seen it. Rhino was crying for his mama."

The smile had returned to those pretty pink lips. "Wow, I'm sorry I missed it." After that, the conversation lulled for a moment. "So… you're not scalding hot to the touch anymore, but you're skin's still covered in metal?"

"Yeah, basically."

"Interesting, interesting." A moment passed. "Think they'd ever allow conjugal-?"

"Mark?" That exact second, the door on MJ's side swung open, and another girl entered the room. "Oh. You." The moment her eyes fell on that red hair, the girl's face went from clear skies to the midst of a hurricane.

"H-Hey, Liz." MJ promptly rose to her feet. "Guess you had the same idea as me, huh? Sorry, here, I can, uh, I can leave-"

"Leave?" repeated Liz, remaining planted in the doorway. "Why would I want you to leave? Because your little Coney Island 'friendship date' with Flash is half the reason he and I broke up? Or because that apparently wasn't enough for you, and so you conspired to break up me and Petey out of some twisted, voyeuristic pleasure you get from watching him hook up with Gwen? Would *that* be why?"

The remark earned a brief silence. "I'm not gonna deny… *any* of that. Just- Just let me get out of your way-"

"No, stay." Liz let out a huff as she strolled to the room's center. "Really, I'm sure seeing you makes Mark's week. I'm not petty enough to take that away from him." At this, MJ gave a slow nod and remained in place.

"Hey, Liz." Mark nodded at her from his side of the glass. "Heard about the school getting attacked. *Twice*. Robots and mutants in the same month..."

"I know." Liz's brow creased. "Like, what's the world coming to? First that octopus-guy grabs me, then some mad scientist turns you into a golden fire thing-"

"Molten Man."

"-and then that mutant terrorist bursts through the school roof and shoves some kinda radioactive rock right in my face."

At this, Mark jolted. "Wait, what?"

"Don't worry. I went to the doctor, and he said I was fine." Liz shrugged. "I think that Magneto guy's just nuts. Anyways, did you notice Spider-Man's been there, like, every single time this stuff happens? People say he goes to our school." She laughed. "There was this really stupid rumor going around that he was Peter."

"Parker?" Mark laughed, too. "Trust me, if Spider-Man was half as scrawny as that kid, I'd have fried him."

“Yeah. And then there was this other rumor that Flash was Spider-Man, but I think Flash started that one himself.”

The conversation carried on like that for a while, but eventually, a guard prodded Mark with his gun barrel. “Wrap it up. You gotta go back soon.”

Mark rolled his eyes, then gave Liz an apologetic smile. “Guess this is goodbye.”

“Bye. Here's hoping they find a cure.” Liz pressed her palm against the glass.

“See ya.” Mark did likewise.

Hssssss. A burning smell filled the air, causing both siblings to cry out and tumble backwards. There was now a black handprint on the glass.

“*Hey!*” yelled a guard.

“Wait, I didn't t-” Mark spun around, but before he could get another word in, he got a faceful of gas.

“Stop it! It was an accident! He didn't hurt anyone!” Liz pounded the glass with all her might, but she could do nothing but watch helplessly as the guards dragged her brother away. “Ugh. *Pendejos*.” She made for the door. “C'mon, MJ, let's get out of here.”

“Um, Liz...” Mary Jane, however, was busy staring at the black handprint. “That's, like, super-thick reinforced glass, right?”

Liz gave her a look. “Yeah, so?”

MJ swallowed. “I, err, I don't think that burn is on *Mark's* side of it.”

“Look at that one!” Chat pointed out a passerby – a bald, tubby, mustachioed man trying his hardest to balance three scoops of ice cream on his cone. “He looks like a walrus!” She and Emma burst into yet another fit of giggles.

This was so nice, Chat almost felt lightheaded. She and Emma walking through the shopping mall, mercilessly mocking passerby, just like old times. Why on earth hadn't Chat seen Emma in so long? Emma was the greatest person in the world.

“Ugh, look at you.” Emma wrinkled her nose, her eyes lingering on Chat's ratty old t-shirt. “You reek.”

Chat gave a wry smile. “Yeah, that's what happens when every animal for miles flocks to you.”

“It reminds me of when I first found you.” Emma's silver lips twisted upwards. “Remember that? You were covered in filth, sleeping on park benches...”

“Yeah, I remember. I had a bad fight with my sister.” Chat took Emma's hand in hers. “And then you took me in.”

Emma smiled at her, then turned to a store window. “Look at that.” She pointed out a stark black dress. “Wouldn't that be pretty on you? I mean, anything's better than looking like you dressed yourself at a Goodwill.”

Chat faltered. “I, uh, can't exactly afford...” Her voice trailed off as she caught the look on Emma's

face. “Yeah, right. Duh.” Chat raised her head. Above them was a skylight that still was still missing a panel from the mall’s little Scorpion-attack. *Hey, um, can anyone help me?*

A flock of pigeons obediently descended into the mall and swarmed Chat's arms and shoulders. This turned a few heads the girls' way.

“Don't worry, I'll make sure they all forget this,” said Emma.

“Then why don't you just steal the dress yourself?” asked Chat.

“I wanted to see you do it. For old time's sake.”

The birds cocked their heads. *What do you need, Chat?* they asked in unison.

Somewhat reluctantly, Chat pointed it out. *That dress*.

Without another word, the birds fluttered off into the store.

“That's incredible.” Emma watched them with utter fascination. “My telepathy doesn't work on animals at all, and yours *only* works on animals.” She squeezed Chat's hand tighter. “It's like we complete each other.”

“Yeah.” A minute later, the birds dropped the dress into Chat's hands. She felt uneasy, somehow, but she couldn't put her finger on it – or rather, every time Chat thought she'd put her finger on it, it slipped her mind again. “Hey, Emma?” she said aloud. “Don't you think, I don't know, we shouldn't be taking this stuff? I mean, just because you can get away with something doesn't mean it's okay.”

Emma only laughed. “You're too modest. It's cute.” She met Chat's eyes. “You've never understood – We're mutants. *Homo superior*. We don't owe these humans anything. Things will be different on Genosha. We'll be among equals.”

Chat took this in silently. “Is it nice there?”

Emma nodded. “We'll have a life there. You'll see.”

Chat's brow creased. “And... And what about my sister? What about my friends at school?” Weird. That seemed like a simple enough thought, but articulating it was like wading through quicksand.

“You'll make new friends,” said Emma. “You worry too much.”

One of the pigeons landed on Chat's shoulder. *Chat*, it said, *that girl with you, the one who doesn't wear much clothing... I thought you said you hated her?*

Chat stared at the dress in her hands. *No,* she said. *I love her. I think.*

“Sophia Sanduval? She hasn't attended my classes in days.” Aaron Warren – Miles Warren's considerably less skeevy brother – was busy grading papers, but he glanced up to give Peter and Gwen a concerned look. “I called her home, but no one answered.”

“Thanks anyways, sir.” Gwen shook her head in defeat, and then both boyfriend and girlfriend slinked out the classroom and back into the hall.

“Well, this is just peachy,” said Peter. “Figures Sophia would up and vanish right after that Xavier

guy announced his mutant-tolerant school where she'd be totally safe. Maybe she already saw it and ran there without telling us?"

"Yeah." Gwen fiddled with her glasses. "Or maybe Magneto's Brotherhood grabbed her."

"Well, no one answered the door to her apartment. I swung around Manhattan, like, three times, and there was no sign of her. I ended up asking random pigeons and squirrels if they'd seen her. It was as sad as it sounds."

Peter would've kept ranting, except once they reached Gwen's locker, they found someone waiting for them.

"Hey, there." Mary Jane gave them a strained smile. "Mind if I talk to you lovebirds a minute? It's important."

"What's up?" asked Gwen.

MJ glanced around, checking for eavesdroppers, then said, "I've seen you hanging out with that mutant girl with the animal powers. I take it you're not the torch-and-pitchforks, 'mutants will overthrow humanity' types?"

"Don't worry," said Peter. "I know it's hard to believe, but deep down we're actually decent human beings. Why, what does-? *Wait.*" His eyes went wide. "Magneto's gem... Are *you* a mutant?"

Mary Jane laughed. "Sorry to disappoint you, Tiger. It's not *me*..."

Liz curled herself into the fetal position. She ought to have been shivering like mad – She'd just doused herself in ice water, after all – but she was actually burning up. Liz stared at the shower drain, watching the last few droplets turn to steam. She'd never seen anything like it. An entire bathtub of water, all vaporized. Now it was like a sauna in here. She had to take her clothes off. They'd been soaking wet a minute ago, but now they felt like they were fresh out of the dryer. They could catch fire any second.

Liz's lungs were fixing to burst from breathing too fast. Why had she gone back to her house? Mark had burned a whole building to the ground with *his* powers! How could she be so stupid? And soon her dad would be home. If he found out *both* his kids were freaks...

Tongues of flame flickered out Liz's palms like Bunsen burners. She cried out and stumbled for the faucet, but before Liz could reach it, the shower curtain was already blazing. The next thing she knew, Liz was screaming for all she was worth.

"Liz Allan?" The bathroom door was kicked down, and a stranger burst into the room. Liz crawled into the corner of the tub, shrieking even louder. "Don't move. I'm here."

She could barely see the stranger through the smoke, but... he looked transparent. Like a ghost.

The trio of Peter, Gwen, and MJ stopped at the Allan household doorstep, waiting for Liz to let them in. Peter had visited Liz's apartment less often than he probably should have given their, y'know, history together. Really, just the thought of Liz was enough to make Peter cringe with guilt, but fire powers trumped relationship drama, so here he was.

Peter turned to MJ. "Why'd you go to me and Gwen, again? Haven't you told any adults?"

MJ shook her head. “You know how people get about mutants. I was hoping you could bring Liz to the ESU labs. They helped that Electro guy there, right?”

Gwen's eyes met the welcome mat. “They *tried* to...”

Suddenly, a shrill scream hit their ears. It was coming, naturally, from inside.

“*Oh God.*” MJ stumbled backwards, her eyes wide with horror. “What if she's lit herself on fire?”

“Call the fire department!” Peter turned tail and dashed down the hall.

“Wait, where are you going?” MJ called after him.

“To find a fire hydrant!”

“*What?*”

“*Notimeforquestionsgottago!*” Peter rounded the corner and vanished from sight.

MJ turned to Gwen, eyebrow in the air.

“He, um, gets a little loopy under stress,” said Gwen.

This felt weird. Liz wasn't some fire-spitting superhuman – She was *Liz!* Oy, mixing his superhero and civilians lives made Spidey dizzy.

Spider-Man climbed in through the apartment window. Pushing past Gwen and MJ to get inside would probably be making things a little *too* obvious. He just hoped he wasn't too late. If he let Liz burn to death because he didn't want to give up his secret identity, Peter was going to hate himself forever. Spidey raced through the apartment, frantically searching for the source of the screams. His web-fluid could extinguish fires in a snap, but only small ones. If he took too long...

Spidey breathed a big sigh of relief when he burst into the bathroom to find Liz *not* extra-crispy – though there were some pretty thick pillars of flame erupting from her hands. The more pressing issue, however, was the person standing before Liz as she kneeled over in the shower. Or rather, the person-shaped hunk of ice.

“I've seen enough *Psycho* to know where this is going!” Spider-Man immediately clonked Frosty in the head. “Let the lady shower in peace!”

“Dude, what are you-? Quit it!” Before Spidey could land another blow, there was a sheet of ice blocking his way. “I'm an X-Man!” Frosty pointed to the black bandana tied around his head – his only article of clothing not currently covered in ice. It had the same “black X over red circle” logo as Cyclops's and Marvel Girl's belts.

“Sorry, sorry. Guess I'm more used to bumping into supervillains than superheroes.”

“It's cool.”

“Ba-dum *tish*.”

“You hear that, Liz?” Frosty turned back towards the shower, where Liz was still huddling (and fully clothed, you pervert). “I'm a superhero, Iceman. I'm not with Magneto or anything.”

“How do you know my name?” Liz's flames fluttered in time with her voice.

“Professor X tracked you down with Cerebro,” said Iceman. “It's a, uh, psychic thingy. Look, we don't usually do home invasions, but your powers are too dangerous. You can thank the Cyttorak Gem for that.”

“I don't know what any of that means!” Little puffs of fire shot out Liz's nostrils. “Leave me alone!” She curled herself into the tiniest ball she could.

“Really? You want me to leave?” Iceman rolled his frost-covered eyes. “You're spewing fire. Why do you think the X-Men sent *me?* Do you *want* your apartment to burn down?”

“Shut up!” Great, now Liz was hyperventilating. “Just shut up and leave me alone!”

Iceman gave Spider-Man a sour look. “She's taking this well.”

“Liz, listen to me.” Spidey stepped forward. His words seemed to calm her – as they darn well ought to. Spider-Man had saved Liz's life from Doctor Octopus. He'd earned her respect. “I know your new powers are freaky and hard to control, and I know it's scary, but you have to calm down. Y'know, Iceman here had the exact same problem when he first got his powers.” He put a hand on the shoulder of his fellow hero. “He couldn't control them, and he almost hurt people, and then he ran away and climbed a mountain and sang an award-winning song that-”

“You know, that joke was really funny the first twenty times I heard it,” Iceman deadpanned.

“Sorry.”

Okay, there went the last few traces of respect. “Are you *cracking jokes?*” snapped Liz.

“No, no, I'm sorry!” Spidey said hurriedly. “I'm just trying to lighten the mood. I mean, I think you're freaking out, and that's making your powers act up-”

“Freaking out?” repeated Liz, rising to her feet. “*Freaking out?* You've seen my brother! This can't be controlled! I'm going to *burn everything!*” Her eyes turned pure orange.

Spidey and Icey traded glances. “That can't be good,” said Spidey.

The next instant, Liz really did catch fire.

Pure chaos. That was the only was to describe the proceeding seconds. There was shrieking, bathroom appliances catching fire, and ice and web-fluid shooting every which way, and the next thing anyone knew, Liz had dived out the window, her entire body burning, and zoomed off over the horizon.

“You were right.” Iceman put out the last of the flames on the bathroom rug, then made for the window. “Definitely not good.”

“Is she flying?” Spidey let out a whistle as he watched her shrink in the distance. “Molten Man couldn't fly.”

“Yeah, she's gone full 'flame on,'” said Iceman. “Lucky for us, she's not the only one who can get airborne.”

“Ooh! Ooh!” Spidey sounded giddy as a schoolgirl. “Do I get to ride in the jet?”

Spider-Man kept his arms firmly around Iceman's waist as they sped down his constantly-generated ice-stream, skyscrapers whizzing past their heads. Spidey grumbled something

unintelligible under his breath.

Iceman gave him a look. “What? I'm, like, sixteen. They don't let me fly that thing.”

“Yeah, well... *I* get to fly the Spider-Jet all the time, whenever I want.”

“Uh huh.”

Spidey grumbled something else that sounded an awful lot like, “Stupid rich superheroes...”

The next few minutes passed in silence as Iceman carried them deeper into Midtown, following the telltale trail of smoke and burning-clothes smell Liz left in her wake.

“You know,” Iceman suddenly said, “we'd make a cute couple.”

“Whoa!” Spidey nearly fell off the ice and splatted to the pavement below. “Dude, I know I'm called the Web-*Swinger*, but I don't-”

“Not you,” snorted Iceman. “Her. Think about it. Fire and ice. Isn't that perfect?”

Peter hoped his dry stare was evident through the mask. “Really? You're really thinking about your dating life right now?”

“You were the one making stupid quips when she thought she was gonna burn her apartment down.”

“Touché. And to be fair, Liz *is* pretty hot-”

“You are one bad joke away from having an icicle stuck where the sun don't shine.”

“*-pun not intended*. But a word of friendly advice, don't keep your secret identity from her, and if you break up with her, make sure everyone knows *you* broke up with *her*, because she will-”

“Wait, there she is!” Iceman dropped them off in the middle of the street. Liz, apparently, had crash-landed in front of an arcade, and now she was back in the fetal position, gradually melting herself a nice big crater to hide in. “Liz, listen to me! You have to calm down! Professor X can teach you to control your powers! If you don't come with me, you'll put everyone here in danger!” He gestured to the passerby, who were busy fleeing in horror (or, like, mild discomfort, really. This was just another Tuesday in Manhattan).

Liz resumed her ragged breathing. “What- What's happening to me?” She stared at her own hands. By now, the last of her clothes had burned up, but luckily her nudity was covered by both the thick flames and her golden skin. Looked like moltenness ran in the family – She was the spitting image of her brother.

“You haven't figured it out yet?” As he spoke, Iceman waved his hands around, summoning some vapors to stop the flames from spreading. “You're a mutant. Your X-Gene must have been dormant, and then Magneto's ruby woke it up and made it stronger than ever.”

“But- But my brother!” Liz stammered. “He's not a mutant, and he has the same-”

“Yeah, that happens,” said Iceman. “We don't really know how the X-Gene decides what powers to give you, but sometimes it'll pick something from the environment.”

“What were *you* doing when yours activated, then?” asked Spider-Man. “Making snow angels?”

“Funny story, actually. I was getting some chicken nuggets from the freezer when- *Agh!*” Iceman

couldn't finish that sentence because he was hit by a laser-beam.

“What the-?” Spidey and friends spun around to find themselves being stared down by... a horde of little green men.

“Prepare for termination, Earthlings!” The head alien aimed his ray-gun at Spidey's face.

“*Qué COÑO?*” This, apparently, was enough to break Liz from her stupor. She pounced to her feet, her jaw dropping at the sight before her.

“Great. These better not be more of the Professor's ex-girlfriends.” Iceman shot some icicles at them, but upon collision, the aliens vanished in a burst of light. “Wait a minute.” His eyes narrowed. “I recognize those things. They're the villains from *Space Wackos 3*.”

“Rawr!” Suddenly, where the aliens had stood a moment ago, there appeared a giant, ax-weilding orc.

“And that one's from *World of Battlecraft*,” said Spider-Man.

“That's right, Wall-Crawler,” said a high-pitched, adolescent voice. Spidey, Icey, and Liz spun around to find someone standing at the mouth of the arcade. He was decked out in a skintight spandex one-piece, not unlike Spidey's, only this one was bluish-white with a pair of lightning-bolt ears, pointy red eyes, and a pixelated “V” on the chest. “With my incredible power, any video game character can come to life and obey my every order. And the first thing I'll have them do is eliminate *you!*” He pointed a dramatic finger at Spidey. “With your death under my belt, I'll rise to the top of the criminal underworld.” He struck a pose. “Though the world may mock Francis Byte, the timid teenager, it will soon marvel at the awesome might of... *Videoman!*”

“Dude.” Spider-Man held out his hands. “You get literally the most awesome superpowers ever, and *this* is the best thing you can think to do with them? Go rent a copy of *Tomb Raider*, have a party. Seriously.”

“Silence!” Videoman made another dramatic flourish. “Bloodthirst Deathbringer, kill Spider-Man and his stupid friends!” The orc obediently lunged forward.

Spidey's spider-sense didn't even tingle. He pounced into the air and gave the orc a swift kick, causing it to vanish in a burst of light.

“Hey, evil genius?” Iceman chased Videoman into the arcade – It was one of those walk-in kinds with no door. “I think your video game characters are just astral projections.”

“Maybe so, but do you think that will keep you from catching PAC-MAN FEVER?” Videoman grabbed an arcade cabinet, causing a flock of ghosts to erupt out.

“God, I hope Fox News doesn't hear about this.” Spidey pushed past the fleeing gamers inside so that he could punch the illusory ghosts back into non-existence. “Video games get enough of a bad rap as it is.”

“Don't worry, arachnid, you won't be seeing tomorrow's headlines!” Suddenly, a fleet of space invaders was zooming at Spidey's head.

“*Look out!*” But they were disintegrated by a blast of fire. Spidey turned to find Liz at his side. “You okay?”

“Yeah,” said Spider-Man breathlessly, “I'm just glad he didn't pick *Custer's Revenge*.”

The trio of Spider-Man, Iceman, and, uh, Molten Woman (They'd think of a snappier name later) advanced towards Videoman in unison.

“S-Stay away!” Videoman backed himself into a corner. The only cabinet in reach was *Q*bert*, which probably wouldn't be much help in combat. Well, maybe that purple snake could... Nah.

Needless to say, a couple minutes later, Spider-Man and his friends were outside the arcade with a webbed-up Videoman in tow.

“Liz?” Iceman put a hand on her golden arm – which produced a hefty amount of steam. “Did having a villain to fight help you control your powers any better?”

“I- I think so.” Liz formed a tongue of flame in her palm, then, almost experimentally, made it vanish. “That was- That was actually kinda fun.”

“I had to fight a bad guy to master my powers, too.” Iceman smiled at her. “Though that time wasn’t *quite* as fun. Now c'mon, Professor X is a mutant expert. If he can't teach you to control your powers, no one can.”

“Can he get rid of them?” asked Liz.

Iceman shook his head. “Sorry. Even if he could, he wouldn't. He's kind of an... idealist. You'll see.”

“Hey, guys?” Spidey gave an anxious glance towards the red and blue lights growing over the horizon. “This is usually the part where I swing away. The police captain likes me, but I don't think every other officer feels so warm and fuzzy.”

Iceman grinned. “Don't worry. I see an escape route.” He pointed up.

Spidey and Liz tilted their heads skywards to find a black jet descending from the clouds.

“Finally!” Spider-Man fist-pumped. “Dibs on the window seat!”

“It's against the natural order o' things, I tell ya.” Sally picked at her salad while Rand sucked down his soda. He was making a concentrated effort not to cringe every time her voice hit his ears. “It was bad enough that Liz and Flash are into geeks, but now we've got these mutant people running around. Like, what's up with that? Shouldn't, like, the police be doin’ something to keep ’em off the streets?” She gestured to the various passerby in the mall's food court. “The mutants, I mean. Not the geeks. Although...”

Rand slurped as hard as he could. He'd actually finished his drink a while ago, but if he slurped hard enough, it sort of drowned out Sally's voice. He was waiting for her to run out of air. In fact, he'd been waiting since the day they met.

“It's just not fair, y'know? They've canceled cheer practice, like, all month thanks to that magnet guy smashin’ the roof. What am I s’posed to do with myself now?”

“Well, I-”

“And Liz has up and vanished! We were s’posed to hang out after class, and she totally stood me up. She neva gets sick! Where could she possibly be? She'd better not be pregnant with Puny Parker's baby or somethin'. Oh God, that's exactly what's happen-”

“*Sally*.” Okay, it was clear Rand wasn't about to get an opening. Best to just blurt it out. “Will you

quit with the ‘mutants are freaks’ attitude?”

“Whuh?” Sally looked lost. “But they *are.*”

“What about John?” snapped Rand. “Is *he* a freak, too?”

Sally’s face became a perfect blank. “Who’s John?”

Of course. Rand didn’t know what he’d expected. “John Jameson? He’s only my best friend who I’ve been worried about for months now. People don’t ask to be born mutants any more than he asked to get alien spores in his brain. But then I don’t expect you to keep track of anyone who doesn’t orbit your head, anyways.”

“Oh, b-but Randy, your friend is different, obviously-”

“Why am I even bothering with you?” spat Rand. “It’s over between us.”

“*Over?*” *That* shut her up. “Buh- Buh- But why?”

“I don't know,” said Rand, sitting up straighter, “maybe because every time we hang out together, all we ever talk about is you, you, you, you. I gave you more than enough of a chance. I have been *beyond* patient, but newsflash, Sally, a relationship takes *two* people.”

“Randy, no!” Sally reached across the table for his arm, but Rand pulled away. “Look, I'm sorry, okay? I didn't mean to tick you off. You're my man.”

Rand snorted. “Go find another football player. We're all the same to you.”

“*Excuse me?*” Sally sprang to her feet.

Rand folded his arms. His voice was the exact opposite of hers – deep and calm. “When have you ever cared about me as a person? All you do is hang off my arm and parade me around in front of your friends. You know, that might get you popular in high school, but in the real world-”

“You sound like my ma!” If Sally had been loud before, now she was audible from the other side of the mall. “Whatever. I don't know why I wanted to date such a jerk in the first place.” She stormed off, but not before purposefully flipping her salad bowl over. “I'm goin' home.”

“While you're there, maybe try growing up a little!” Rand called after her.

She was gone. Finally. Rand took some deep breaths. All this time, he'd felt like a shaken soda bottle, and now he'd finally let off some pressure. One of these days, he really needed to stop dating the first girl who made eyes at him.

“Okay, I'm not gonna lie,” said a voice. “That was the greatest thing I've seen all week.”

Rand looked over his shoulder. The owner of the voice was a girl sitting at the table behind him. She was mixed race, maybe a year or two older than Sally, and breathtakingly pretty. But something about her looked much less... *artificial* than Sally. Her makeup was considerably more reigned in, and her hair color looked natural. Somehow, her outfit seemed both more expensive and less flashy than Sally's (in the rare instance Sally wasn't wearing her cheerleader uniform, anyways).

Rand had to force himself not to stare. “Oh, uh, hey, there. Guess you heard us?”

“Don't look so ashamed of yourself.” The girl flashed him a smile. She had the kind of teeth Rand

had thought only existed on magazine covers. “She sounded like she needed to hear that.”

“Yeah.” Rand glanced back at the mall exit, but Sally was already long gone. “She really did. She's kind of a b-”

“Bleached blonde high school cheerleader?”

“Yeah. That's what I was gonna say.” Rand found himself laughing. “I'm, uh, I'm Rand, by the way.”

“Janice.” The girl extended a hand. “Can I buy you a milkshake?”

Rand was in heaven. Her voice wasn't the least bit shrill.

This sucked. Rand was gonna tell the whole school, and then Sally would be ostracized. She was gonna be remembered as “that stupid girl whose perfect hunky boyfriend broke up with her.” And then people would assume Sally was some kinda jerk, and she'd never get a replacement boyfriend. Her life was ruined!

Sally pushed past the crowd towards the subway, fighting to keep her face was quivering. This was so unfair. She'd liked Rand! Really! She'd just been too distracted to pay attention to him lately, that was all. Like how you don't appreciate your phone until it breaks. Maybe... Maybe if Sally sucked it up and apologized to him, Rand would give her a second chance?

Wow, that was such a dumb idea, Sally felt stupider for thinking it. *Her* apologize to *him?* He was the one who ought to-

“Agh!” Out of nowhere, a spasm rocked Sally's entire body, drawing the looks of everyone in the subway tunnel. Sally could feel her cheeks flushing. All those eyes on her... “*Agh!*” She spasmed again. Great, just what Sally needed. Cramps. Aunt Flo was a cruel mistress.

More and more eyes were turning Sally's way. “Hey, whatta ya think you're... lookin'... at?” Slowly, as if it was giving her time for the realization to sink in, Sally felt a *riiiiip* down the back of her shirt.

Someone in the crowd screamed. Sally's shirt exploded, and the next thing she knew, all of Grand Central was staring at her bra. But that wasn't the worst part. Ohhhh no. There were... *protrusions* from Sally's back. They felt as much a part of her as her arms. With a growing sense of dread, Sally turned her head to look over her shoulder.

Feathers. Sky blue feathers. She had wings. Like an angel.

Sally felt faint. It sounded like she was hearing the crowd's whispers from underwater. “*Mutant... mutant... mutant...*”

No! Nope, nope, nope! Sally wanted to scream at them, but she was too dizzy. They were being stupid. She wasn't a mutant. Only freaks were mutants!

Something whizzed through the crowd, but Sally's eyes had barely registered it before she felt a hand on the back of her head.

“*Lemme go!*” Sally's voice went shriller than it'd ever gone before. “*Whatta you doin'?*”

A voice by her ear said, “I'm holding your neck so you don't get whiplash. Nice rack, by the way.”

“Wha-?”

And then the whole world was a blur.

Chapter End Notes

Next Issue: Spider-Man and his amazing friends… alone against the Brotherhood of Evil Mutants!

Allele

Chapter Notes

See the end of the chapter for notes

Liz wanted to throw up. She'd been staring at her hands for the past five minutes, and she still couldn't get over them. They were golden. And flaming. And her hair was on fire- No, her hair *was* fire. It burned bright red against the yellow backdrop of her skin. At least it wasn't raging out of control anymore. The fire was actually moving in time with her thoughts. That was gonna take some getting used to.

Liz wasn't positive, but she thought she could "flame off" and return to normal, except then she'd be naked in front of a pair of teenage boys and the pilot. Besides, whatever this jet was made of, it seemed heatproof, so there was no harm in staying this way for a while. Felt pretty weird just sitting there with herwhole body burning, though.

No, what really felt weird was sitting there with her whole body burning in the same room as Spider-Man. He was sitting a couple seats across from her, his seatbelt fastened over his costume, looking out the window like an excited little kid. At some point, Spider-Man reached into his utility belt and retrieved a cell phone. It was an older model with a cracked screen, kinda like Peter's. Looked like he was texting someone. Liz wondered who, but she had a feeling he wasn't gonna give out his secret identity just because she asked. Weird how this spider guy kept turning up to save her. He'd even come into her home this time. Must've heard her screams.

Liz took some deep breaths. The air felt burning hot in her lungs, but somehow, it didn't hurt. If Liz's powers were going to kill her, they would've done it by now... right?

"You saved my life before," she spoke up. "You probably don't remember, but on Coney Island last October-"

"-Doc Ock grabbed you and tried to throw you off a roller-coaster," finished Spider-Man, kicking his legs up on the footrests.

"Yeah." Liz was disarmed. "Wow, you really didn't forget me?"

"I, uh, remember everyone I save. And then I saved you again from Molten Man. You're kinda danger-prone, aren't you?"

Liz resumed staring at her hands. "*Everyone* in New York is. The place is filthy with superhumans."

"I know, right? With all these villains on the rise, the city's, like, victimized or something."

"But hey, if more of them are like Videoman, I don't mind," said Iceman from the seat behind them. Despite the action being over, he still had on a full coating of ice. "Now *there's* a dude who lucked out with his powers."

"Tell me about it." Spidey turned to face him. "Think of the potential! Tifa-"

"Chun-Li," said Iceman.

"-the Wii Fit trainer-"

"I'm surrounded by dorks." Liz buried her face in her molten hands.

“It is a shame about young Mr. Byte,” spoke up the pilot from the front of the jet – a huge, gorilla-like man covered in well-groomed, navy blue fur. His costume was little more than a black thong with the X-Men logo on its belt. “I'd been trying to reach him before he broke the law, but, well, if mutants decide to abuse their powers, there's not much we can do to prevent it short of kidnapping.”

“Don't worry 'bout it, Beast,” said Iceman. “He's probably being hauled off to jail as we speak.”

“Yeah, and if they can keep Rhino locked up, I'm sure they can handle some random nerd,” added Spidey.

“I only worry about the frequency at which new mutants are awoken.” Beast let out a sigh. “Like Miss Allan said, New York is overrun. We help the best we can, but the problem is evolving faster than the X-Men can handle it.” He glanced back to smile at Liz. “Just count yourself lucky we found you before the Brotherhood did.”

Father and daughter sat across from each other at the dining table. The entire dank, underground bunker was in total silence, save for the scratching of knives carving steak. Even in private, Erik wore his red and purple costume, though the helmet currently rested beside his plate – He'd had to use one of the spares after the incident at Midtown. Erik’s normally-hidden hair was short, tidy, and solid gray.

A rat scurried past Wanda's foot. Before she could so much as cry out, a green tendril shot from the darkness, grabbed the creature, and yanked it out of sight.

“Don't worry, baby-cakes,” said Toad, chewing noisily. “I'll keep those disgusting things away from you.”

“I'm flattered.” Wanda turned to her father. “How much longer are we staying here?”

“We'll return to Genosha soon.” Erik didn't look up from his steak. “Charles's students only took a fraction of the Cyttorak Gem. The rest is safe in our stronghold. We'll retrieve another fragment, rest, and then find someplace besides New York to use it. Charles can't chase us everywhere.”

“But what about the mutants the gem's already awoken?” asked Wanda. “We can't abandon them.”

“Speak of the devil!” Suddenly, a gust of wind blew through the cavern, and the next instant Pietro was standing by the table with a girl in her arms. “Looky who I found!” He dropped her to the ground. The girl immediately shrieked and dived into a corner to cower.

Wanda frowned. The new mutant was blonde and pretty, and a white bra poked out from her torn shirt. She would've looked like a typical high schooler if not for the sky blue wings on her back. As she watched the child tremble, taking in the new surroundings with wide, fearful eyes, Wanda couldn't help but feel a twinge of sympathy. Those wings weren't the kind of mutation you could hide.

“Where- Where am I?” the girl managed. Her eyes darted to the massive silver orb resting behind Eril, as if he was guarding it – or it was guarding him. But she didn’t spare it much notice before turning her attention to Erik himself.

“You're among your own kind,” said Erik.

“Her powers activated right in the middle of the subway.” Pietro was going a million words a

minute. “Everybody saw her. Crowd probably woulda ripped her to shreds if I hadn't been doing my laps 'round Manhattan at the time.”

The girl's eyes fell on the helmet resting on the table. “Ohmigod, it's you!” She pointed at Erik with a trembling hand. “You're that magnet guy from the news! P- Please don't hurt me! I'll do whateva ya want!”

“Why would I want to hurt you?” Erik took another bite of steak. “You're one of us, my dear.”

The girl blinked, dazed. “B-But you smashed the Statue o’ Liberty. Aren't you, like, a crazy supervillain who wants to destroy America?” She caught herself and hurriedly added, “Uh, no offense.”

Erik only chuckled. “Ah, yes, the Statue. The first piece of this country I ever laid eyes on.” Even at his most jovial, his voice held an unshakable sternness. “I didn't destroy the Statue of Liberty because I want to 'destroy America.' I did it to send a message. A warning, really.” He set down his fork, then rose to his feet. “Our mutant brothers and sisters are no longer safe here.”

The girl swallowed. “W-What are you sayin'?”

“Before my little stunt, the public was ignorant of mutants,” said Erik, walking towards her, “but the American government has known of us for years. As we speak, they're finalizing their plans to round us up. That's why my Brotherhood has taken extreme measures to identify newborn mutants and evacuate them to Genosha.”

“Genosha?” The girl looked blank.

“An African nation our father overthrew,” said Wanda.

“*Father?*” The girl looked back and forth from Wanda's supple young face to Erik's wrinkled old one.

“Yeah, let's not beat around the bush,” said Pietro. “Our mom was into old dudes.”

“I've turned Genosha into a safe haven for mutants,” Erik told her. “You'll be protected there. You'll have a life there.”

“B-Buh-But...” The girl hid her face. “I want to see my ma.”

Erik raised a gray eyebrow. “Really? And do you want to see her face when she sees *those* things sprouting out your back?” The girl's only reply was a sniffle. “These humans – your mother, your friends, your family – will never accept what you are.” After a minute, Erik flourished a hand, causing a door across the bunker to swing open. Daylight streamed into the room. “That being said, I don't keep people in the Brotherhood against their will. Pietro can return you home if you wish.”

She slowly wiped her eyes. “R-Really?”

“Sure,” spoke up Toad from the opposite corner. “I mean, you'll be treated like a freak for the rest of your life, but, hey, at least *your* mutation keeps you pretty.” He gestured to her wings. “Maybe you actually *won't* get publicly cruci-?”

“That's enough, Mortimer.” Erik gave the girl a smile. It was probably meant to look reassuring, but Erik had trouble pulling off anything besides menacing. “Let the child decide for herself.” He nodded to her.

“I... I...” The girl's wings were beginning to flutter in time with her ragged breaths. “Ah Christ, I can't show my face in public. I'd get sent away to be dissected by scientists.” She clamped her eyes shut. “Is- Is Genosha, like, a third-world country or somethin'?”

“It's developed enough.” Erik turned to retrieve his helmet from the table. “You'll like it there. In fact, Pietro found you just in time. We're leaving soon.”

“But what about the other Midtown High mutants?” spoke up Wanda, rising out of her seat. “There have to be more than just this one.”

“Let Charles take them in.”

“Xavier?” frowned Pietro. “But aren't the X-Men, like, our arch-enemies?”

“They're misguided, but they'll join our cause eventually.” In one sweeping motion, Erik slipped the helmet over his head. “I always plan for the endgame.”

“Oh, *that's* subtle.”

Spidey watched out the window as the basketball court unfolded to reveal a landing pad. The jet circled the school – which, by the way, looked a whole lot more lavish and mansion-like than any school Peter had ever been to – and then descended onto the pad. The landing pad lowered, placing the X-Jet (or Blackbird, as Beast called it) onto a docking station.

The group of Spider-Man, Iceman, Liz, and Beast emerged into what appeared to be a sprawling silver tunnel system running beneath the mansion.

“How exactly do you hide your fancy superhero jet from all the non-X-Men students?” asked Spidey.

“It helps to have the world's strongest telepath on hand,” said Beast with a slight smirk.

Spidey took a gander around the base. “Nice place you got here. I shoulda known Xavier's school was in league with the X-Men. Guess that's what Cyclops meant by 'keep an eye on the TV.'”

“Kinda obvious in retrospect, isn't it?” said Iceman. “*X*-avier? *X*-Men? Come on, now.”

“Secret identities aren’t *quite* as high a priority for us,” said Beast. “They exist for the sake of our privacy, but legally speaking, the X-Men operate entirely with the approval and cooperation of S.H.I.E.L.D., just as the Avengers and Fantastic Four do.”

“S.H.I.E.L.D., huh?” Spider-Man frowned. That stood for the Supreme Headquarters International Espionage Law-Enforcement Division – a huge department of the U.S. government secretly formed during World War II in response to the growing number of superhumans following Captain America’s lead. Basically, it was the government’s way of reassuring the public they had all the supervillains under control, and yet somehow it still always fell on the shoulders of teenagers in campy costumes to save the day.

With that said, Beast and Iceman led the two newcomers through the tunnels. Eventually, they arrived at a big, round door with an “X” on it. It did an scan of Beast's catlike eyes. Even the blue light the scanner emitted was X-shaped. Cute.

The door folded open, revealing a silver overhanging over a spherical, metal-plated room. And standing at the edge of the overhanging – or rather, sitting – was none other than Charles Xavier himself. He looked just like he had on TV, but Spidey almost didn't recognize him since the

doohickey over his head covered up Chuck's trademark baldy bald baldness.

“Spider-Man. Miss Allan.” Xavier spun his wheelchair around and nodded to each of them in turn. “Pleased to make your acquaintance.” He looked to Beast. “I trust everything went well?”

Beast shook his head. “Byte was arrested. The poor, naive youth had delusions of joining the criminal underworld.”

“I see.” At this, Xavier looked thoughtful. “Well, I'll visit him in prison. Perhaps he'll open up to me.” But his face quickly returned to his usual warmness. “Of course, right now the more pressing issue is the young Miss Allan.” He smiled at her. “You seem to be doing a remarkable job controlling your powers.”

“Thanks.” Liz didn't sound too enthusiastic. She lingered in the doorway, not meeting Xavier's eyes. “I don't think I trust myself not to set anything on fire, though.”

Xavier chuckled. “We'll work on that. But for the time being, let's focus on getting you something fireproof to wear.”

“So what happens now?” asked Liz. “Am I supposed to be a student here? I have a life at Midtown High. I've got friends, I'm a cheerleader... My dad can't move out here to Westchester! Am I supposed to leave everything behind?”

At this, Xavier grew somber. “I'm afraid it may be the best option for your safety.”

“Can't you just teach me to control my powers and let me go back home? I can have a secret identity like him!” Liz pointed to Spidey.

“Ah, yes, Spider-Man.” Xavier folded his fingers together. “We'll discuss his particular lifestyle choices later, but for now, suffice to say hiding your powers like he does *is* an option. Not an option I'd recommend, but an option. The sad truth, however, is that Spider-Man is not a mutant, and so, without an X-Gene to detect, the government won't be able to track him down.”

“Wait, what?” Shock overtook Liz's face, and Spidey looked pretty surprised, too, not that you could tell with the mask on.

Xavier let out a sigh. “Unlike the public, the government has known of mutants for some time now. With the mutant population seeing a sudden spike, I've been fighting to negotiate peaceful containment of the crisis. There's no denying that certain mutants are dangerous, but that doesn't mean they should lose their basic human rights.”

“Unfortunately, the government finds it much easier just to round up every mutant indiscriminately no matter what powers we have,” Beast added darkly.

“And- And they can track us?” Sweat dripped down Liz's face, though it pretty much instantly turned to steam.

“We have reason to believe so,” said Xavier. “If your father cares for your well-being, he'll want you here. I have the best government relations out of all organized mutant groups. If our kind is going to be contained somewhere, I'd rather it be *here*, where I know you'll be treated ethically.”

“Heck, you could even join the X-Men,” said Iceman. “You already took out a supervillain. All you need's a catchy codename! You could be Firewoman – y'know, to go with Iceman.”

“Firewoman?” repeated Spider-Man. “What, does she squirt the bad guys with a hose? Is her sidekick a dalmatian?”

“Fine, how about Shooting Star? Since she can fly.”

“Eh, not fiery enough.”

“Then how about-?”

“I don't want to be a superhero!” cut in Liz. “I just want to *not* light everything I touch on fire!”

“That can be arranged.” Xavier chuckled. “But whether or not you want to enroll, I think it's best if you at least stay at the school for the time being. You can see your father once we're sure your powers are safe.”

“Alright...”

“Come on.” Beast approached Liz. “Let's get you some clothes.” He looked like he wanted to put his hands on her shoulders, but that wouldn't be the best idea unless he wanted his fur singed.

“What about me?” asked Spider-Man.

“I'll give you a tour of the place,” said Iceman. “If you thought Videoman was cool, you'll go nuts when you see the Danger Room.”

“Everyone, wait!” Suddenly, Xavier brought his hands to the helmet-looking doohickey on his noggin. “I'm getting a reading from Cerebro. The Brotherhood is on the move.”

Everyone present gave a start.

“Where?” asked Beast.

“An airport near the Bronx. They're planning on hijacking a plane and flying back to Genosha.”

“Isn't that in South Africa?” said Spider-Man. “Good, they'll be out of our hair.”

Xavier shook his head. “We can't let them to leave – They have a new recruit with them. One of the Midtown High mutants. From the thoughts I'm picking up, she's being coerced into coming with them.”

Peter's heart skipped a beat. He'd just texted Gwen back on the jet. She'd been fine a minute ago. She couldn't possibly have... “What's her name?”

Xavier shut his eyes, concentrating. “Sally Avril.”

“*Sally?*” Both Spidey's and Liz'sjaws dropped.

“I know her!” said Liz.

“We can't let Bucket-head kidnap a defenseless girl!” Spidey turned and bolted for the landing deck.

“Agreed.” Xavier brought his fingers to his temples.

Had Spidey been a member of the team, he'd have heard a voice in his head cry out, *To me, my X-Men!*

If any of the airport-goers thought a small army of supervillains marching through the metal

detectors was out of the ordinary, they didn't show it. The pedestrians actually gave the Brotherhood a wide berth as they neared their flight, leaving the airport's center virtually empty.

“Wow.” Pietro let out an impressed whistle. “Nice trick, Frosty.” He zipped across the clearing to wave a hand in front of a random woman's eyes, but she simply went around him like nothing had happened. “It's like we're invisible.” Even Magneto’s gigantic silver orb went unremarked upon as it hovered above the crowd. This airport’s ceiling was almost a dozen feet high, and the orb scraped it.

“Yes, and it's hard enough to control this many people *without* you screwing around with them,” Emma said tightly.

“Sorry, sorry.” Pietro darted back to her side. “I know this must be pretty taxing on you, seeing as you've also gotta keep your latest puppet brainwashed.”

“Brainwashed?” Chat gave Emma a look. “What's he talking abou-?” But before she could finish, Emma waved a hand, and Chat’s eyes glazed over.

“I'm warning you, Pietro,” Emma said through gritted teeth. “Chat isn't a toy or a puppet – She's my friend. I'm not 'brainwashing' her. Chat is misguided, and I'm ensuring that she makes the right choices. It's for her own good.”

“*Riiiight.*” Pietro made a show of examining his fingernails. “Lesbihonest here, you're totally brainwashing her.”

“*Hmph*. Believe what you want.”

“Oh, I definitely believe *something* about you two.” He looked from the scowling Emma to the spaced-out Chat.

“You know she's only sixteen, right?” Emma said dryly.

“Ah, stuck in the old 'jailbait wait,' are we?”

“Are you saying you don't believe a person can be close with a woman without it being physical? How telling.” Emma gave a pointed look towards Wanda.

*That*knocked the wind out of Pietro's sails. He muttered something under his breath about Emma being gross, then darted off to the other side of the group.

With him gone, Emma snapped her fingers, and Chat's eyes returned to normal. She smiled at Emma like nothing had happened, then looked over the Brotherhood. Chat's eyes drifted from member to member – Pietro and Wanda were trailing behind their father, Toad was drooling at Wanda's heels, and Erik was standing at the head of the Brotherhood in full “Magneto” garb. At his side was a blue-skinned, redheaded woman with yellow snake-eyes. She wore a white dress, and a tiny skull decoration adorned her head at the tip of her hairline.

Chat, however, seemed more interested in the final Brotherhood member – a blonde girl whose shirt and jacket had been given some holes to accommodate her sky blue wings. She seemed to be hanging back from her fellow mutants.

“I don't recognize that one,” said Chat.

“She must be a new recruit like you,” said Emma. “You can talk to her once we're on the plane. Who knows, maybe you'll make a new friend who actually *isn't* an animal?”

“No, I...” Chat seemed to be straining to think. “I already made new friends.”

“Really.” Emma made an idle grunt. “Who?”

Chat glanced over her shoulder. “*Spider-Man!*”

“*What-?*” Emma spun around, followed by the rest of the Brotherhood. Sure enough, a boy in a skintight red-and-blue costume was standing across from them, and he wasn't alone. Emma's eyes narrowed. “Looks like the X-Men have come out to play.”

Crimefighting tip: Open every large-scale superhero battle with a topical quip. “Oh, come on! They let the Brotherhood of Evil Mutants through here, but I can't even sneak in a bottled water?”

Spidey dropped down from the airport ceiling to join the rest of his group. Quick headcount – In one corner was Cyclops, Marvel Girl, Beast, Iceman, and, hovering above the rest, Liz. She was acting as honorary X-Woman for now, meaning she’d been given her very own golden, skintight fireproof costume. It covered everything from the neck down, while on her head she merely wore a red domino mask of the same make as Marvel Girl’s. Cover the whole thing in Liz’s Molten Man-esque burning glow, and she looked like a living comet.

And standing opposite the X-Men was the Brotherhood of Mutants. Spidey recognized Magneto and Toad, and he assumed the Na'vi chick was the shapeshifter from earlier – Midtown High's principal had been found bound and gagged in the janitor's closet, raving about some crazy Smurf lady.

Then there were Scarlet Witch and Quicksilver. Somehow, Magneto had convinced his kids to wear costumes almost as embarrassing as his own. Scarlet Witch had traded her jacket for a corset-and-cape combo complete with a pointy tiara thingy on her head (all colored scarlet, naturally), while Quicksilver had on a skintight blue running suit covered with white lightning bolt designs.

Hiding at the back of the crowd was Sally, who, like Xavier had told them, had grown herself a shiny new pair of wings. Man, seeing those on Sally was beyond weird. Spidey couldn’t make his brain accept that they were real and not just part of a costume or something.

Anyways, the only person Spidey didn't recognize was the white-clad dominatrix and the girl next to- *Wait.*

“*Sophia?*” Spider-Man did a double-take. With her hair brushed out and an expensive-looking dress on, he almost hadn't recognized her. “There you are! So the Brotherhood *did* nab you!”

“S-Spider-M-?” Sophia looked like she was struggling to say something, but before she could finish, Dominatrix-Girl stepped in front of her.

“We didn't kidnap Chat,” she said. “She *wants* to come to Genosha with us.”

Spidey turned to Marvel Girl. “Okay, I take it back. *You* don't look like something from a porno.”

“That's Emma Frost,” Marvel Girl said darkly. “The White Queen. She's another telepath. She likes to use her powers to take... companions.”

“And here I'd thought the stuff with Sandman and the hookers was the creepiest thing I'd ever heard.”

“Hand over the girls, Erik!” Cyclops called out. “Abducting children from their homes is low, even for you.” His hand hovered over the side of his vizor.

“As per usual, you presume the worst of us,” Magneto said coolly. “No one joins the Brotherhood against his or her will. We've given these ladies ample opportunity to leave.”

“Well, let's give them the option when Emma *isn't* brainwashing them, shall we?” Marvel Girl lifted herself a couple feet off the ground and strained her forehead. The White Queen, in turn, clutched her temples and gritted her teeth. There was probably a super epic mental battle going on in their heads, but from where Spidey was standing, they just looked constipated.

Sophia, on the other hand, gasped and stumbled backwards. “What am I *doing?*” Her eyes fell on Magneto. “Screw you! I *liked* the Statue of Liberty!” Without another word, she ran to the X-Men's side.

“Good to have you back,” Spidey told her. “Now get to safety!”

“You don't have to tell me twice.” Sophia bolted towards the crowd, which, without the White Queen mind-wiping it, was starting to finally notice the large-scale superhero battle going on. This gave Sophia a nice, big, panicked mob to disappear into.

“Mystique-” Magneto turned to the blue-skinned woman. “-take Miss Avril onto our plane and prepare for takeoff. We shouldn't be long.” The lady-shaped blueberry obediently grabbed Sally by the arm and led her away.

“Oh no you-” Spider-Man tried to run after them, but then his spider-sense tingled. A split-second later, something green and slimy grabbed his arm. “Agh!” Spidey was promptly flung into a wall.

“Dude!” The instant his tongue retracted, Toad made a face. “You taste like garbage and tomato juice! Don't you ever wash that costume?” Before he could get an answer, Beast tackled him and the two engaged in some impromptu wrestling.

“You're not taking Sally!” In a sudden burst of boldness, Liz threw out her arms and shot a wave of flames at old Bucket-head, but with a swish of his hands, Magneto peeled back the steel floor as a makeshift shield.

“Impressive powers,” he said. “But also unspeakably dangerous. Are you sure it's wise to surround yourself with defenseless humans? Wouldn’t you rather live among a more durable species? Your *own* species?”

“*Shut up! You're the one who made me this way!*” Liz's screams made her fire burn brighter.

Cyclops, meanwhile, tried to fire an optic blast or two, but before he could press the button on his visor, a silver blur grabbed his fist and rammed it into his face a couple hundred times. “*Why you hittin' yourself? Why you hittin' yourself? Why you hittin' your-* Gah!”

Suddenly, Quicksilver was floating in midair. He struggled as hard as he could, but flailing helplessly at supersonic speed is still flailing helplessly

“Hurting him was a mistake.” Marvel Girl drifted towards him, but before she could make good on her threat, a blast of scarlet energy sent her flying into the far wall.

“No.” Scarlet Witch calmly walked to Quicksilver's side. “Hurting *him* was a mistake.”

“What was that lightshow?” Spidey turned to Iceman, who'd thus far been hesitating at the sidelines.

“It's her powers,” he said. “She casts hexes.”

“Hexes? What's that got to do with probability manipulation?”

“I don't know, why do you shoot webs from your wrists instead of your butt? Some things just can't be explained!”

Unfortunately, with Marvel Girl down for the count, the White Queen was no longer looking constipated. “*Chat!*” She ran into the crowd.

“Where are you going?” Scarlet Witch called after her.

“Leave without me! I'm not abandoning Chat!”

“But-”

“Frost is right.” With a swish of his cape, Magneto shot into the air. “We've wasted enough time. The X-Men can't stop us.” He flew off, followed on foot by Quicksilver, who carried Scarlet Witch and Toad with him.

“Come on! If they take off with Sally, she’ll be gone for good!” Liz started to fly after them, but Spidey didn't budge. She glanced back at him. “What are you waiting for?”

“You guys go on ahead,” said Spider-Man. “I'm going after Sophia.”

“Are you crazy?” snapped Iceman. “Marvel Girl's out cold. If you go without a telepath, Frost will just brainwash you. Look, we're the only three left standing.” He gestured to Cyclops and Marvel Girl, who were KOed, and Beast, who was struggling to free himself from some sticky slime Toad had apparently vomited on him. “It's up to you, me, and Firestar to stop the Brotherhood.”

“Firestar?” Liz raised an eyebrow.

“What, you want me to blurt out your real name in public?”

“Yeah, it's cool to have a codename,” said Spider-Man. “It's not that weird.” He put his fists against his hips in a dramatic pose. “Alright, team, let's go stop Magneto! Spider-Friends, move out!”

“I'm not your friend,” deadpanned Iceman.

Chat, she's coming.

She's near, Chat. Fly away.

Yes, fly away, Chat. Fly!

Sophia's lungs were fixing to burst. She didn't know how far she'd run through the city streets, but she couldn't keep it up much longer. She had to make it there in time. If the birds circling above her were right, Emma was closing in.

How's she catching up so fast? asked Sophia.

She's in one of those noisy metal things that run on the paths, said Tailfeathers.

A yellow one, added Flapper the owl.

Dang it, why hadn't *Sophia* thought to hail a cab? Her legs were killing her. But it was too late now – She was already here. Big letters above the entrance gate proclaimed, “BRONX ZOO.”

“Hey, what are you-?”

“*Sorry I'll pay the entrance fee later thank you!*” To be perfectly honest, Sophia had had a little *too* much experience jumping the zoo's fence. Before her move to Midtown, Sophia had come here all the time... with Emma.

The instance she set foot on the other side, Sophia's brain was inundated with voices. It was like the telepathic equivalent of a football stadium. Countless birds and bears and bison and baboons all complaining of boredom and making fun of the ugly humans staring at them. Usually, Sophia made sure to speak to every single animal – Her visits were the most interesting thing to ever happen to them, besides maybe the time that giant lizard had rudely invaded the polar bears' pond – but this time, she made a bee-line for one exhibit in particular.

Sophia dashed through the trees, lungs and feet burning, until she reached the edge of the enclosure. A high fence greeted her with a sign explaining how it'd electrocute her into next millennium if she dared climb it.

She's here! She's here! shrieked the birds.

Sophia took a deep breath. She could do this. One little hop over the fence, and she'd safe.

“Chat, what are you doing?” said a voice from behind her. “Can't you see I'm trying to help you?”

Sophia couldn't look at her. Looking would only make the voice in her head stronger. The little nagging voice mixed in with all the animals' words. The one saying, *You love Emma. You need Emma. Come back to her, Chat.*

Sophia's hands fell to her sides. It'd be so much easier to just... slip back into Emma's arms.

But then the other voices in her head cried out, *Chat! Chat! You said you didn't like the girl who doesn't wear much clothing!*

You can't trust her, Chat!

She makes you steal things!

“Chat.” Emma's voice sounded different this time. Sincere. “I'm trying to do what's best for you. It's not safe here anymore, and you just ruined your chance of escaping to Genosha.”

“I'm not your slave,” Sophia said, keeping her back turned. “Let me make my *own* decisions and my *own* mistakes.”

Emma chuckled to herself. “I can't do that, Chat. I care about your well-being too much. Take now, for instance. You're thinking about climbing an electric fence. Obviously, I can't let you-*Chat!*”

She was too late. Sophia had already dropped inside the enclosure, shrieking. Without a moments hesitation, Emma climbed in after her – though she had the luxury of turning her limbs to diamond for protection.

Once she dropped down, Emma ran to where Sophia had fallen in the grass. Every trace of Emma's usual smugness had vanished. “*Are you out of your mind? Were you trying to get yourself killed?*”

“Aww, you-” Sophia let out a feeble laugh. “-you really do care. But no, Emma, I wasn't trying to

kill myself. I was just trying to get to my *real* friend. Let me introduce you."

"Wha-?"

Emma made the acquaintance of a Bengal tiger.

Chapter End Notes

Next Issue: The battle with the Brotherhood heats up!

Genome

Chapter Notes

See the end of the chapter for notes

Emma would've been turned into a scantily-clad paste if she hadn't impulsively morphed her entire body to diamond. The tiger pounced on her, but when his teeth were met with solid rock, he instead settled for simply pinning her to the dirt.

“H-Here's the deal, Emma.” Sophia shakily rose to her feet, leaning against her feline friend to support her weight. “If you leave diamond-form, Brightfur here takes a chunk out of you. And while you're stuck that way, your telepathy doesn't work, does it?” She smiled. “Looks like we're at a standoff.”

“What's this supposed to accomplish?” scoffed Emma.

“Well, it'll keep you busy until the X-Men get here.” As she spoke, Sophia stroked Brightfur's back. He purred, batting at Emma's gem-encrusted hair like an overgrown tabby. “And without your powers, we can finally have a quality conversation without worrying about any brainwashing. I'd say that's long overdue, wouldn't you?”

Even when it was made of rock, Emma's face could contort into an incredible sneer. “Don't tell me you're siding with Xavier's band of idiots?”

“I like to think of it more as siding with the mutants who won't brainwash me on sight and didn't smash the Statue of Liberty.”

“And how long are you planning on waiting for them? You just electrocuted yourself! You need an ambulance.”

Sophia frowned. Emma didn't sound like she was trying to weasel her way out of this... She sounded legitimately worried. And for once, Sophia knew that wasn't just Emma's mind tricks influencing her thoughts.

“I...” Sophia's eyes clamped shut. “I wish I could tell if you really loved me, or if you think I'm just something you own.”

“Why can't it be both?”

“I don't know, maybe because brainwashing people is *really screwed up?*”

Emma bowed her silvery head. “I'm sorry you see it that way. I was giving you a gift.”

Sophia rolled her eyes. “How generous of you.”

“Listen, Chat-” Emma tired to pull herself off the ground, but Brightfur snarled, and she was forced to return her head to the grass. “-for what it's worth, I *do* love you. I mean that. What can I do to convince you to get some first aid? What can I do to make you trust me?”

Sophia glanced over her shoulder – though it made her muscles sear with pain. Sirens were growing louder in the distance. The epic mutant-versus-jungle-cat showdown hadn't exactly gone unnoticed by the passerby of Tiger Mountain. Sophia sighed. “How about this? I go get some first aid, and you turn yourself into the police. I'll have my birds keep a lookout, and if you try to escape jail or anything, they'll go all Alfred Hitchcock on you. Fair?”

Emma gave a patient smile. “Well, I've got nothing better to do. The Brotherhood's probably left without me by now.”

Sally watched the clouds pass by beneath the window. This was unreal. All of Manhattan... her home, her school, her ma, Rand... was a shrinking speck down below. Sally shifted in her seat. This plane apparently hadn't been built for passengers sporting a giant pair of wings. Come to think of it, if she had wings, did that mean Sally could *fly?* The thought made her stomach do backflips.

But even more disconcerting was the massive, silver orb flying parallel to the plane outside the window. “What is that thing, anyways?”

“Oh, this?” A couple seats ahead of her, Magneto looked up from his portable chess set to glance at the thing. “Just some insurance I brought along.” But then he spotted something else flying parallel to them. “Oh,” he said mildly, “we have company.”

With a flick of his wrist, the plane's door swung open. For the briefest of moments, the entire aircraft lurched, but apparently opening the door mid-flight is fine so long as you've got a master of magnetism on board to keep the plane in one piece.

A trio of superheroes landed inside. Immediately, Spider-Man released that Iceman guy so he could collapse to the floor, panting. Spider-Man's arms had apparently been around Iceman’s waist as he ice-surfed them through the sky at a dizzying speed. Sally couldn't help but find that to be a mix of bizarre and adorable.

“Hello.” Magneto rose from his seat to greet them. “I don't suppose you've decided to come with us to Genosha?”

“Sorry, can't.” Spider-Man crouched into a fighting stance. “I didn't pack my toothbrush or my jammies.”

“Pity.” With another swish of his arm, silvery liquid seeped out from the folds of Magneto's gloves – the same substance that orb was comprised of, from the looks of it. The metal swirled through the air like something out of the Terminator, surrounding the heroes in a wide circle.

“Look, we know we can't take you in a straight-up fight,” said Iceman. “We just need to talk to the girl. You said you're not holding anyone in the Brotherhood against their will, right?”

Magneto let out a small sigh. “Very well. I suppose exposing her to Charles's idealist nonsense won't hurt her *too* badly. Say your spill.” And with that, he returned to his chess game.

“Sally?”

Sally flinched at the sound of her own name. Hearing it from the mouth of a superhero felt so... unreal. Slowly, reluctantly, she met eyes with Iceman. “Whattaya want with me?”

“Whatever Erik's said to you, you don't have to leave Manhattan,” he said. “You can still see your mom. If Erik's not lying, which, by the way, I wouldn't bet two pennies and a ball of lint on, then he'll let you go if you want. You can join Xavier's Institute.”

“And live the rest of my life as a freak?” snapped Sally.

Iceman took a breath. He looked like he was one word away from freezing her toes off. “Fine, we’re freaks, but you know what we're *not?* Terrorists and murderers.”

“We're *not* murderers,” spoke up Scarlet Witch.

“But, yeah, we'll fess up to the terrorist part,” said Quicksilver. “So what? We're not dinky little humans. We're *homo superior*, baby. We make our own rules.”

“Sally.” The third superhero, the one who looked some kinda female Human Torch, stepped forward. “Listen, I'm going through the exact same thing as you.”

Sally's breathe caught in her throat. “*Liz?* Jesus, you're a freak, too?”

“I felt like running away, too,” said Liz, holding out her golden hands, “but you've got people back home who care about you. You can't throw your life away like this.”

“Throw my life away?” Sally snapped. “It’s already been thrown away *for* me! You think I can just waltz into class with a pair o’ wings sproutin’ out my shouldas and go back to the way things were?”

“But-”

“I’d rather be *dead* than a freak like *you!*”

“You know what?” Liz said tightly. “I *am* a freak. But I was a freak way before I started spewing fire.” She shut her eyes. “Truth is, Sally, *Petey’s* the one who broke up with *me*. I liked him. I *still* like him.”

“*What?*” *That* shocked Sally way more than any amount of mutant powers ever could. “But he’s the biggest nerd in the school!”

“Wow, Pietro,” spoke up Scarlet Witch from the sidelines, “this conversation makes me *real* happy we were homeschooled.”

“Shh!” hissed Quicksilver. “I’m invested in this! I wanna know why she likes the biggest nerd in the-”

“Yeah, Petey *is* a nerd,” Liz continued, ignoring them. “But he’s also caring and funny and- and insightful, and you’d realize that if you actually got to know him instead of always crapping on him for being different from *you*. I like Petey because when I’m with him or- or any of my other weird friends-” Her eyes flitted to Spider-Man and Iceman at her sides. “-I can be *me*. I don’t want to pretend to be someone I’m not. Not anymore.If I had to live my whole life pretending, well… I’d be just as miserable as you’d be in Genosha.”

“I... I...” Sally shut her eyes. Her head was spinning. Frankly, the hardest choice she'd ever had to make until now was which football player she'd wanted to date. “God… Rand was right about me.” She brought a hand to her eyes. “I want to go home.” She took a trembling step towards them.

Liz and Iceman grinned in relief, while Spider-Man simply nodded. “You made the right-” But Spider-Man couldn’t finish that sentence. Speech was hard when liquid metal was coiling around one’s throats.

“*Ack-!*” And Spider-Man wasn’t the only one facing that problem – Liz, Iceman, and Sally were being choked by similar coils of their own. The four of them gagged and flailed as the metal lifted them helplessly into the air.

“*Father?*” Back on the ground, Scarlet Witch was gaping at her dad in horror. “What are you *doing?*”

“Only what’s necessary.” Magneto hadn’t even looked up from his chess board. “Come now, Wanda, you know Charles would be more than eager to use Miss Avril’s touching story here as propaganda. Countless mutants could be discouraged from fleeing to the safety of Genosha. That’s not a risk we can afford to take.”

“But...” Scarlet Witch opted to say nothing, instead merely trading a look with her brother.

“*Hey, Wanda,*” Spider-Man managed to say as he struggled in vain against the liquid metal, “*don’t look now, but I think your dad’s been wearing that helmet too tight.*”

Beside him, though, Liz was handling her predicament with considerably less grace. “No! No! You can’t do this to us! Please! I... don’t. Want. To. *Die*.”

On the last word, there was an explosion of flame, and when the smoke died down… the plane was slightly more porous than it’d been a second ago. Okay, a *lot* more porous.

The rest of the Brotherhood had flinched quite spectacularly, but Magneto merely looked peeved. “Fine. We can hijack the next plane. And besides, there *is* a poetry to you creating your own tomb.” With a swish of his hands, more of that liquid metal peeled off the four good guys to instead wrap around the four bad guys and hoist them away. Magneto, Mystique, Scarlet Witch, Quicksilver, and Toad sailed off through the air.

“Wait,” said Sally, “how is the plane still-?”

The moment the Master of Magnetism was out of range, the plane dropped like a stone.

The vehicle collided with the ocean with a bone-rattling *splash*. That no doubt would’ve been painful for anyone aboard… so it was a good thing everyone had managed to escape.

“I-I’m doin’ it!” Sally couldn’t help but laugh as she sailed through the air, carrying the other three in her arms. “I’m flyin’!” She made a beeline for dry land.

As it turned out, though, while Sally had figured out flying, she hadn’t yet mastered steering, and the added weight wasn’t making it any easier.

“*Coming in too fast-!*”

“*Aaaaaaaah-!*” *Thwip. Smack.*

“Ow...” By all means, the four kids should’ve been a smear on the pavement, but instead, they ended up trapped inside one big ball of webbing right at the edge of the Hudson. Well, technically, three of them ended up in the ball, while Spider-Man perched himself atop it.

“Oh, perfect!” Sally struggled in vain against her sticky restraints. “Now my hair’s all sticky-”

“At least *you’re* facing right-side-up,” said Iceman, who was reddening by the second.

“Okay, okay, sorry. Next time I’ll let you guys go splat.” Spider-Man hopped down to the sidewalk.

A moment passed. A breeze ruffled the web-ball.

“We suck,” said Liz. “We are officially the worst superhero team ever.”

“Yeah, nothing personal, but let's never team up again,” said Spider-Man. “It was a dumb idea.”

“Sooo… how do we get out of here?” Iceman gave Spidey a look. “You’ve got some way to, like, dissolve this stuff, right?”

“Uh… it dissolves on its own after an hour. Does that count?”

Spidey got the feeling Iceman would’ve facepalmed had a hand been free. “You squirt that stuff everywhere on a daily basis, and you seriously don’t have any way to, like, cut it or someth-?”

Just then, a *snikt* sounded behind them.

“Whuh?” Spider-Man spun around, then blinked in surprise. Standing before him was what could only be described as a short, hairy midget in yellow spandex. Now, it wasn’t pure yellow – There were some black stripes on it, too, plus the trademark X-Men logo on his belt and these, like, black swooshy things that went around his eyes and trailed off his head, ending in points. It was like if you grabbed Batman’s ears and yanked them out of shape. Also like Batman, the only part of this guy left exposed was his stubble-covered chin, which was where the hairiness came from. Spidey could only imagine that layer of fuzz extended to every square inch of his body.

The part of him that drew the most attention, however, was his arms, and more specifically the set of claws popping out from between the knuckles on each fist, three per hand. Spider-Man wasn’t sure if they were a part of the dude’s mutant powers or if those gloves were just made by some crazy James Bond villain who hid blades in all his clothing.

The X-Man scowled at Spidey through the pure white eyes of his mask. “You got somethin’ to say, bub?” Holy crap. Judging from his voice, this dude’s chest cavity was mostly cancer with bits of lungs in it. And don’t even get Spidey started on his breath. What, was his mutant power the ability use his own mouth as an ashtray?

“I- Wow.” The words slipped out before Spider-Man could stop them. “I heard Professor X was charitable, but I didn’t know the X-Men were recruiting hobos!”

“Funny.” The X-Man pushed past Spidey without another word.

“Hi, Logan,” Iceman said dryly from within his cocoon. “Nice of you to join us. Now you can help us fight the Brotherhood- *Oh, wait, the battle’s OVER already.*”

Logan snorted at him. “Trust me, kid, you don’t want me anywhere near Magneto.” He held out his claws. “Now you might wanna hold that mouth of yours still. I can’t promise I won’t slice it free along with all those webs.”

“What did we say about impaling teammates, Logan?” Just then, two more X-Men came up to Logan’s side – Cyclops and Marvel Girl. Nice to see they’d woken from their naps.

“So what’s Logan’s codename?” Spidey pointed a thumb across the street, where Logan had wandered off sniff the air, probably searching for a trashcan to forage food from. “No, wait, don’t tell me – He’s the Bashful Bumblebee, and those claws are his stingers of justice.”

“He’s Wolverine.” As per usual, if a joke had been told, Cyclops certainly hadn’t heard it.

“And I, err, wouldn’t tease him if I was you,” added Marvel Girl. “Wolverine isn’t exactly what I’d call… good-natured.”

“But how else will he learn that banana yellow’s not as badass a color as he thinks?”

Cyclops scoffed. “What would you prefer, black leather?”

“Look, I’m sure he can take a joke.” Spidey turned and called out, “Hey, careful over there, Yellow Ranger! I think I saw Rita Repulsa hiding in an alleyway!”

He was met with a faint reply of, “Go $#*% yourself!”

Spidey turned back to the other X-Men, hands on his hips. “See? He loves me.”

“We don’t have time for games, Spider-Man.” Thanks to his visor, Cyclops’s face was stuck in a perpetual glare.

“We need to regroup back at the mansion,” said a third familiar voice – Beast had just approached the group, too.

“Hey, buddy!” Spider-Man waved to him. “Good to see you managed to free your blue and fuzzy hide from Toad’s goop.”

Bamf. “Oh! Oh! *I* ’ave blue und fuzzy hide!”

“Gah!” Out of nowhere, the sidewalk was filled with smoke, and Spider-Man’s nostrils were filled with sulfur. “What the-?”

“Mr. Spider-Man, I’m so honored to finally meet you! Ze American superheroes ’ave been such un inspiration to me, but none more zan you!” The next thing he knew, Spider-Man was getting a handshake from a dark blue demon in a red jumpsuit. Where-? Had he *teleported* in?

“Uh… hi?” Spidey cautiously returned the handshake. Hopefully this wouldn’t put his immortal soul in jeopardy. This new mutant looked like a stereotypical devil, complete with legs shaped like a goat’s, three-fingered hands, and a forked, prehensile tail that twitched with joy as his yellow eyes examined the Wall-Crawler. “And you are…?”

“Kurt Wagner,” the blue Firby answered immediately, “but in ze circus, I vas known as ze Incredible Nightcrawler!”

“So...” Spidey looked from Nightcrawler back to Beast. The kid couldn’t be older than sixteen, assuming demonic blue mutants aged normally. “...are you two-?”

“Oh, there’s no relation between us,” said Beast. “Blue is simply a common color in mutants.”

“Yeah, I’m starting to see that...” Spider-Man looked back to Nightcrawler. “In hindsight, the, err, accent probably should’ve clued me in you weren’t related.”

“The X-Men recruit mutants from all over the world,” said yet another voice. Spidey turned his head to find two more approaching the gang. Sheesh, how many members did the X-Men need? The first was a black woman who, despite looking to be in her thirties, had pure white hair, and the second was a big, buff guy whose skin seemed to be made of metal. “From Germany-” The woman motioned to Nightcrawler. “-from Russia-” She motioned to the metal dude. “-and from Kenya.” She motioned to herself.

Nightcrawler gestured to the man and woman in turn. “Zese are Colossus und Storm. I named zem myself.” Nightcrawler leaned in towards Spidey’s mask-covered ear and added in an undertone, “See she’s ‘Storm’ because she ’as veather-control powers.”

“Yes, you’re very clever.” After learning Scarlet Witch’s powers, Spidey was ready to believe the X-Gene could do pretty much anything. Violate the first law of thermodynamics, destroy the

fabric of spacetime, whatever.

“Well, if introductions are finished, we need to get moving.” Cyclops pushed his way into the center of the crowd. “Kurt, can you teleport everyone out of those webs?”

Nightcrawler did an exaggerated salute. “Aye aye, captain!”

“Wait, how does this teleporting work, exactly?” asked Spidey, cocking his head. “Is this the kind where your body explodes into atoms and you’re dead and the ‘you’ that appears in the other location is a clone with all your memories? Cuz I’ve got a strict policy against being cloned-”

“No, no, it’s nozing like zat.” Nightcrawler gave Spidey a reassuring pat on the shoulder. Huh, that felt kinda freaky when he only had three fingers. “Ve’ll stay totally conscious ze whole time. My powers simply send us zrough a hellish alternate dimension for a split-second und zen out a vormhole at a different point in space. Zat’s vhere all ze brimstone comes from.”

“Oh. How… reassuring.”

“Uh oh.” But before Nightcrawler could *bamf*, Marvel Girl pointed to the sky above. “We’ve got company.”

Presumably, she was referring to the red, humanoid figure with the billowing cape growing steadily larger in the clouds above them. Safe to day that was Magneto, and he was still using his powers to carry the rest of the Brotherhood and that big, silver orb alongside him.

“Great, this guy again.” A groan escaped Spidey’s mouth.

“Outta the way, kid.” Spidey was shoved out of Wolverine’s path with enough force to trigger his spider-sense.

“Hey, rude!” Spidey folded his arms. “Don’t tell me the big buff badger dude is running away?”

“I told you, you don’t want me near Magneto.” Wolverine gestured to the metal claws protruding out his hands.

“Ooh, yeah, I see your point there, Wolvie.” Spidey nodded to the yellow-clad munchkin. “Can I call you Wolvie?”

“*No.*” Well, that was the most emphatic Wolverine had sounded all day.

But before Spidey had the chance to call him “Wolvie” anyways, there was an earsplitting *crash*. Magneto’s gigantic silver ball had smashed into the concrete – though luckily any pedestrians had long since fled, so nobody got squished. Around the orb, the other Brotherhood members were set down gently, while above them all, Magneto descended from the heavens, his cape billowing majestically behind him. He brought to mind Superman with a bucket stuck on his head.

The complete team of X-Men knelt into fighting stances. Their members, in case you somehow lost track, included Cyclops, Marvel Girl, Beast, Wolverine, Nightcrawler, Storm, and Colossus, while Iceman was still trapped in the web-glob alongside Firestar and Sally. If there were any remaining X-Men, Spidey could only assume they’d stayed home to wax Professor X’s head.

“I see you survived the plane crash.” Despite being older than dirt, Magneto still managed to speak in a clear, commanding voice that rang out over the city streets. “Pity. You could’ve made this easier on yourselves, but instead you chose to cling to Charles’s laughably idealistic philosophy-”

“Are you seriously trying to keep the moral high ground here?” Spider-Man shot back. “God, I’ve never seen such a self-righteous little- Well, okay, there was that one jerk on Reddit, but at least I could stop replying to him. I mean, I haven’t, but I *could*.”

“Everything I’ve done is to protect our people,” Magneto replied coolly, “but I see now that you are beyond words. Charles’s indoctrination runs too deep. You’ve left me no choice.”

At the flourish of their boss’s hand, the Brotherhood of Evil Mutants stepped forward on the pavement, gathering beneath their leader as he floated closer to the ground.

All but Mystique, who was hovering towards the back – hoping to slip out of sight and shapeshift, no doubt. Sheesh, between her, Chameleon, and the Skrulls, Spidey was gonna be paranoid for the rest of his miserable life.

“Leaving so soon, Logan?” Suddenly, Magneto waved an arm, and Wolverine froze in place. He’d sprinted an impressive distance down the road, but apparently not far enough to escape the range of Magneto’s powers. Uh oh.

Wolverine was sent zooming towards the other X-Men like a leaf in the wind. He tried to snarl in protest, but his jaw had been clamped shut. The way his limbs moved through the air against his will was… freaky, to say the least. Magneto had turned the dude into a living marionette.

“What the-?” Spidey ducked a swipe of Wolverine’s claws. “How’s he controlling your *whole body?* What, is your costume lined with lead?” But he didn’t have time to dwell on it. Spider-Man swung a fist straight into poor Wolvie’s forehead.

At the exact moment it become too late to cancel his momentum, his spider-sense howled like mad. *Crunch*.

“*Agh-!*” Spidey promptly backflipped away, nursing a broken hand. “Are you kidding me-? Don’t tell me you’re *Hammerhead* under that mask?”

“That won’t do any good.” As he spoke, Beast joined Colossus in trapping meat-puppet-Wolverine in a bear hug (Colossus, at least, had had the foresight to shapeshift back to regular human skin before Magneto got close). “Wolverine’s skeleton is coated in adamantium, the strongest known metal in the universe.”

Spider-Man groaned. “*Now* you tell me...”

While Spidey had been dealing with Wolverine, total war had broken out amongst the other mutants. Storm was trading lightning bolts with Scarlet Witch’s hexes, Magneto was dodging Cyclops’s optic blasts, and Quicksilver was poking various spots on Marvel Girl’s face in rapid succession while yelling, “*Is this distracting you I know you’re trying to concentrate am I making that hard for you am I breaking your concentration-?*”

That left only one mutant unaccounted for… *Thwip*. A strand of webbing caught Toad by the foot, yanking him off the side of the building he’d perched on.

“Hey, what gives-?” Toad thrashed futilely as Spidey strung him up on a lamp post.

“I can’t believe you.” Spider-Man waggled a disapproving finger. “If your friend Frog could see you right now, he would be *so* ashamed. This is worse than that time you guys ate all those cookies.”

“What are you doing?” Storm landed next to Spider-Man on a gust of wind, apparently having zapped Scarlet Witch into unconsciousness. “Why are you talking so much in the midst of battle?”

Spidey shrugged. “It’s called quipping. It’s when you say stuff like, ‘I once owned a dog that was smarter than you’ to psyche out your opponent. Try it.”

“Hmm...” Storm turned back to Toad. While they’d been busy talking, Toad had used his acid slime to dissolve the webbing and was currently hopping away. All of a sudden, the winds swirled around her as Storm’s eyes glowed pure white. “Do you know what happens to a toad when-?”

“Actually, y’know what, maybe leave the quipping to the professionals.”

Somehow, Toad managed to dodge the incoming lightning bolt, and so Spidey chased after him. Spider-Man rounded a street corner, but what he found cowering in the alleyway wasn’t Toad…

It was Nightcrawler, and right now he seemed busy sitting by a trashcan, hugging his knees, and chanting, “*Our Fazzer who art in heaven, hallowed be zy name...*” under his breath as he squeezed his trembling eyes shut.

“Nightcr- Err, Kurt? You okay?”

“Gah!” The fuzzy dude flinched, but he sighed in relief when he realized it was only the Web-Head. “Oh, Spider-Man, I...” He bowed his head. “I ’ave a confession to make. I know I vas all excited to be a superhero a minute ago, but...” Nightcrawler took a breath, then reluctantly opened his yellow eyes to meet Spidey’s white ones. “...I’m not so good at ze fighting part.”

“Hey, that’s alright.” Spidey sat down next to him. To be honest, he wasn’t totally comfortable with this setup – both because he could hear the faint sounds of explosions from nearby and because the ground in this alleyway was covered in a layer of slime that seeped right through the spandex – but if there was one thing Spidey had learned from these crazy months of superheroing, it was the importance of looking cool and collected. “There’s more to being a superhero than just fighting people. I mean, with powers like yours, there’s so many other things you could do, like… like...” Spidey’s vision wandered to his giant spider-web, visible off in the distance. Light bulb. “Oh yeah, you could teleport Liz and Sally to safety! Just pop back over the that web-cocoon and *bamf* them to Xavier’s Insti-”

Unfortunately, the next instant, a huge steel pillar crashed into the ground a few feet away, causing Nightcrawler to scream and *bamf* away. Great. Spidey hopped out of the alley and turned his head skyward.

Apparently, Cyclops’s laser-eyes had been less than effective, and now Magneto had hovered over to where they’d parked the X-Jet. Great, looked like he’d found a new plane to take his crew to Genosha. “None of you realize what you’re doing! The American government is working with Bolivar Trask! You’re putting our brothers and sisters in danger with your naive idealism-”

Thwip. The next thing he knew, Magneto’s wrinkled old mug was rendered bucketless for all the world to see. “What on earth-?” He spun in midair to find Spider-Man perched on a nearby web.

“Look at me, look at me, I’m Magneto!” Spidey put the bucket on his own head and did a hilarious dance. “I look like Gandalf and I like playing chess with my boyfriend! I want the oppressed to become the oppressors and I totally fail to see the irony!”

Magneto was less than amused. “You are trying my patience, child.”

“Yeah, well, what’cha gonna do about-? *Whoa!*” A steel pipe flew dangerously close to Spidey’s face. Luckily, the trusty old spider-sense enabled him to spring out of harm’s way. “Man, that was a close-”

"*Agh!*" Both Spidey and Magneto spun around right in time to watch the pipe smack Marvel Girl in the head. The telepath cried out in pain, and the next thing Spidey knew, Magneto dropped out of the sky like a fly shot with bug spray, landing with a *plop* in the spider-web.

And Magneto wasn't the only one. Quicksilver and Toad had conked out, too. Sweet, the whole Brotherhood was out cold… alongside every last X-Man (Luckily, Cyclops had closed his eyes before passing out. Otherwise things would *not* have been pretty).

"What happen-? *Oh*." Spidey tugged the red and purple bucket off his noggin. That's right, Magneto didn't just wear this thing to be fashionable – It protected its wearer from psychic attacks. The hit on Marvel Girl must've sent out some kinda telepathic shockwave.

Spider-Man climbed off the web and returned to the street below. Well, that was a bit anticlimactic, but the important thing was that the fighting was-

Clang. Clang. Clang.

-over.

Okay, remember that gigantic metal sphere Magneto had been hauling around? Well, uh, Spider-Man was starting to think maybe it wasn't just the guy's pet rock. It sounded like there was something inside that thing, trying to break out. Or some-*one*.

Spidey ran over to the sphere's crater, making sure not to step on any X-Men on his way (Stepping on Brotherhood members was fine, though). Alright, so there was one last evil mutant left, and Spider-Man would have to deal with him on his own. Phht. Whatever. Spider-Man had taken on whole armies of supervillains by himself. This was gonna be cake.

Clang. Clang. CLANG. The sphere had gained a fist-shaped dent, and that dent grew larger and larger until it finally popped like a zit. And from within the new opening, a huge, hulking figure stepped out from the shadows and into the light.

"H-Hey there, stranger!" Spidey did his best to exude confidence. "I'm your friendly neighborhood Spider-Man. And you are…?"

The man looked the Web-Slinger over from behind the eyeholes of the giant dome on his head. Apparently, Magneto wasn't the only one with a taste in helmets.

The newcomer clenched his crate-sized fists, then bellowed out, "*I'm the Juggernaut, bitch!*"

Spider-Man swallowed. That was, uh, probably an ironic nickname.

Chapter End Notes

Next Issue: Juggernaut and the Stopping Thereof!

Evolution

Okay, Spider-Man had a confession to make. Unlike his new pal Nightcrawler, Spidey wasn't actually religious. It simply wasn't practiced in the Parker household. He'd never really thought about it much – For the majority of Peter's life, the more pressing moral crises had involved his ability to beat all of Harry's speedrun records and the ethics of illegally downloading anime (How was Peter supposed to live with himself knowing that somewhere out there, a bunch of Japanese guys had been screwed over?).

But lately, for some reason, the question of what would happen after he died had been on Spidey's mind.

"I'd be runnin' if I was you, kid." Behind his helmet, the Juggernaut's eyes skimmed the area. They settled on the web-cocoon still housing the unconscious Liz, Sally, and Iceman. Juggy took a massive step forward. In the sunlight, his getup appeared to be made of a copper red material. It sorta resembled the surface of Mars, which was where Spider-Man's corpse would land after Juggernaut punched him.

There was a time Spidey was reasonably certain the afterlife didn't exist, but that was before a giant purple man tried to eat the planet and Spidey learned the world was a kooky place full of magic and gods and aliens. Besides, Uncle Ben *had* shown up in Peter's mind when the symbiote tried to hug him to death back in the church bell tower. Maybe he actually wasn't a crazy hallucination, but was in fact Ben's spirit giving Peter guidance from… uh… well, from Valhalla, if Thor was to be believed.

Bamf. Spider-Man was treated to a faceful of sulfur as Nightcrawler reappeared in the street.

"Everyzing got quiet!" Nightcrawler said hurriedly. "Iz ze fighting… over?" It was about at this point that Nightcrawler spotted all the unconscious mutants lining the pavement. He froze in place, then slowly turned around to discover the big hunk of behemoth standing behind him. "*Heilige scheisse!*" The blue furball practically hopped into Spidey's arms Scooby-Doo style. "Ze Juggernaut!" He made a quick sign of the cross with his hand.

"You've met?" Spider-Man swallowed. "Please tell me under that gruff exterior, he's a lovable goofball."

"Ve can't beat ze *friggin' Juggernaut!*" Nightcrawler frantically set to work rounding up his fallen teammates. "He'll squish us like grapes! Magneto overloaded him vith radiation from ze Cyttorak Gem. Not even Volverine's claws can scratch him! Und zere's no reasoning vith ze Juggernaut, either. I zink ze radiation affected his brain."

"I can hear you, y'know." At this, Nightcrawler yelped and bamfed for the hills. "Guess he's the smart one." By now, the Jug-Head had gotten close enough to punt the Web-Head like a football. "Now beat it, kid. Those mutants are goin' home to Genosha if I have to drag 'em across the whole ocean." Whoa. Somehow, Spidey didn't think he was being hyperbolic.

Spider-Man impulsively stumbled backwards, but he remained in the Juggernaut's path. Looked like he was doing this alone – though on the plus side, Nightcrawler was in the process of teleporting his fellow X-Men to safety. He could only teleport a couple at a time, though, so Spidey had to protect the web-cocoon until Nightcrawler got to it.

"Okay, 'Juggernaut,' let's put that name under scrutiny." Spider-Man shot both web-shooters at the Juggernaut's feet, then gave the web lines a strong tug. "*Hnngh!*" It nearly ripped Spidey's

arms out of their sockets.

“That all you got?” An unfazed Juggernaut gave the web a yank of his own.

“Gah!” Spidey was sent flying. The next thing he knew, Juggy snatched him out of the air and wrapped his massive fingers around Spidey’s neck.

“I don’t like killin’ kids, but it ain’t my fault you were too stupid to run away.” Juggernaut’s palms began to constrict. Hoo boy. Spider-Man squirmed with all his might, but it was no good. In a second, he was gonna look like he’d been swatted by a giant newspaper. He shut his eyes. This couldn’t be the end… could it?

Bamf. “Leave! My! Friend! Alone!” But the next second, a familiar sulfur stench hit Spidey’s nostrils, and he opened his eyes to find Nightcrawler wrapping his limbs and tail around Juggy’s big, fat, dome-shaped head.

“Nightcrawler-?” Spider-Man seized the distraction to escape Juggernaut’s greasy mitts and backflip onto the wall of a nearby building. Nightcrawler himself, however, wasn’t so lucky. Right as Big J’s hands clamped around the fuzzy dude, there was one last earsplitting *bamf*, and when the brimstone cloud settled, both mutants were gone.

“Nightcrawler? *Kurt?*” They couldn’t have gone far. Spider-Man scurried up to the building’s roof and scoured the city. Judging from the smoking crater off in the distance, Nightcrawler had teleported Juggernaut a few blocks down the coast of the Hudson. Guess he couldn’t have dropped Juggy into the river or something without risking himself drowning.

Spider-Man used up the last bits of fluid in his shooters to weave a quick web-slingshot between two pipes, then refilled them with the reserve capsules in his utility belt and shot himself across the skyline. He landed on another building a safe distance above the crater. Spidey peered over the edge of the roof to verify that, yes, Juggernaut was indeed in that crater, and, more distressingly, Nightcrawler’s limp form was sprawled out behind him.

The Juggernaut snorted, then dutifully marched back in the direction of the cocoon. Great, Nightcrawler’s sacrifice had only served to delay him a minute, and Spider-Man’s amazing friends (featuring Sally) remained struck tight. “*Kurt?*” As soon as the coast was clear, Spidey hopped down into the crater. Nightcrawler was still breathing, thankfully. Another minute and Spidey would’ve had to scoop him up with a spatula.

Spider-Man heaved his fuzzy friend over his shoulder, then wall-crawled back to the building. He used up another half-a-cartridge of webbing to spin a second slingshot, then slung the both of them back to towards where Magneto had dropped the X-Jet. As he soared through the air, though, Spider-Man spotted a different rooftop and shot a quick web to change directions.

Apparently, Nightcrawler had dropped off his unconscious comrades up here to keep Juggy from squishing them. Unstoppable as he was, Juggernaut didn’t look like the type who could scale buildings. Spider-Man set Nightcrawler down, then hopped back over to the web-cocoon on the street below.

“Hello? Anyone awake?” Spidey tapped on Iceman’s forehead. Nothing. Man, Marvel Girl’s powers had done a number on everyone. “There’s a really big, really angry mutant coming this way!”

Looked like he’d have to rip them out himself… except that apparently, Iceman had a bad habit of freezing in his sleep. The webs were all icy and slippery now, making it harder than ever for Spider-Man to tear them off – for the same reason he struggled to wall-crawl when it was pouring

rain. And, just his luck, Firestar didn't "flame on" in her sleep – Well, actually, that was lucky since Spidey doubted Sally and Iceman would appreciate being lit on fire. Anyways, Spider-Man could probably free these guys if he kept at it, but he had a bad feeling Juggernaut wouldn't being giving him that kind of time.

"Hmm..." Spider-Man hopped back over to the rooftop housing the unconscious X-Men. Oh, of course, Wolverine's claws had retracted. Maybe…? Spider-Man held up Wolverine's wrist and gave it a squeeze, but he failed to coax the claws out. "Thanks, big help as always, Wolvie." Okay, what about Cyclops? Maybe Spider-Man could peel his eyelids open and blast all that frozen webbing off?

...That sounded like a great way to lose his fingers. His spider-sense went nuts just from looking at that ruby vizor funny.

Fine, the X-Men were a bust. What about the unconscious Brotherhood down on the streets? Maybe if Spider-Man gave Toad's tummy a squeeze, he could shoot some acid to melt the… No, no, Spidey was wasting his time. Judging from the screams and sirens in the distance, Juggernaut would get back here any second now.

Spider-Man returned to the cocoon to resume his futile efforts to claw off the ice-webs. This was… This was hopeless. These stupid webs weren't budging anytime soon, and Juggernaut was a few measly footsteps steps away from squishing Spider-Man's head like a grape. And sure, tons of villains had threatened to do that in the past, but they hadn't been *literally invincible*. When you thought about it, there was no reason for Spider-Man to stick around, was there? If he had a pointless death now, then he'd never be able to save anyone *else's* life in the future, right?

And- And this wasn't even Spider-Man's battle in the first place! He was literally the only superhuman here who wasn't a mutant. The Brotherhood didn't care about some random spider-guy fighting organized crime in Manhattan. They'd be more than happy to leave him alone. When you looked at this with cold rationality, there was every reason to run away and no reason *not* to.

Beneath the mask, Peter's eyes fell on Liz. He watched her chest rise and fall a moment. Everything she'd said to Sally about Peter, when Liz hadn't even known Peter was standing right beside her… She really did love him, didn't she?

And Peter had tried to return those feelings. He *had*. Liz hadn't done anything wrong. She'd just… had the misfortune of not being Gwen Stacy. Yet Peter had dated Liz anyways, which, if he was being a hundred percent honest with himself, he'd only done because she was pretty and she'd kept throwing herself in his face. Peter had trampled all over Liz's feelings, and he'd done it at a time when she'd had so much going on with her brother already…

And then there was Sally. Sure, she was utterly insufferable, but she had cared about Peter for, like, two seconds after the thing with the Enforcers stealing that gold. And besides, after everything he'd gone through as Spider-Man, Peter had kind of come to understand that Sally lived in a smaller, softer world. The lives of her and her loved ones had never *been* in danger before, especially not on a regular basis like those of Peter and his. Was it really Sally's fault if that'd caused her to have a less altruistic outlook on life? Wouldn't Peter have turned out the same way if he hadn't had to suffer what he'd suffered? And then to see Sally suddenly tossed into this crazy world of superhumans… and in a way that was totally irreversible, too, barring a double amputation… Spidey glanced at her wings, which were twitching a bit.

Spider-Man turned, then crawled up the wall of a nearby building. From up here, he could see Juggernaut marching over the horizon. Spidey took a deep breath. He had to do this. He had to stop the Juggernaut. He had to do right by the girls.

Oh yeah, and Iceman. Iceman was in danger, too.

But brute force wasn't gonna cut it – Spider-Man had learned *that* lesson from the Rhino. The problem was, unlike Rhino, Juggernaut wasn't going after Spider-Man specifically. There was no way to lure him into a steam tunnel – and besides, who knew if a crazy superpowered mutant even *needed* to sweat?

"I see you over there, Wall-Crawler!" The Juggernaut had, evidently, been blessed with a magnificent set of lungs. "Last chance to get out of my way!" He took a lumbering step forward, placing himself closer to the edge of the river.

Maybe… even if Juggy couldn't be stopped, he could at least be knocked into the water? That could buy Spidey a precious few more minutes. And then he'd have to hope the X-Men woke up before the Brotherhood did...

Spider-Man dropped down, landing on the roof of a passing semi. The driver was, like most sane people, getting away from the Juggernaut as fast as his vehicle could take him. Unfortunately for him, he'd have to make do with running. *Thwip*. "What the-?" The next thing the poor driver knew, his butt was on the sidewalk and Spider-Man's butt was behind the wheel of his truck.

"*Sorry I'll bring it back later thank you!*"

"Hey, wait a minute!" The wrinkled old truck driver tried to protest, but Spider-Man had already sped off. The old man glared from behind his distinct, rounded sunglasses, as his gray mustache quivered with rage. "They ought to call him the *Inconsiderate* Spider-Man..."

"Heads up, Juggy!" Spider-Man barreled the truck at full speed towards his foe. Mere feet away from collision, the Wall-Crawler webbed the gas pedal to the floor and dived out. He landed on the pavement right in time to escape an earsplitting explosion. Huh. Apparently, that'd been a *gasoline* truck.

Spider-Man immediately picked himself up and spun around to find a massive wreckage of flames and twisted metal… surrounding a perfectly intact Juggernaut.

"*Oh come ON!*" The, uh, incoherent shrieks of rage weren't Spider-Man's wittiest quips ever.

"Get the picture yet?" Juggernaut dusted some shrapnel off his shoulder, then resumed his march towards the cocoon. "When the rest of the Brotherhood wakes up, we're finishin' off the X-Men and headin' back to Genosha, and any tight-wearin' creeps who try to stop me will be on the bottom o' my boot." He casually kicked over a fire hydrant to rinse off a few stray flames.

Spider-Man trembled in spite of himself. This couldn't be happening. Spidey's pulse was pounding in his ears, whereas Juggernaut hadn't even broken a sweat. Well, actually, this was bound to happen *eventually*, wasn't it? Even with the proportional strength of a spider, there were villains out there who were lightyears ahead of Spider-Man. Villains he could barely even comprehend. Norse gods, planet-eating aliens, and now an unstoppable Cyttorak Gem-fueled monster. Spider-Man had kept pushing and pushing his luck, and it'd finally run out.

By now, the Juggernaut was inches away from Spider-Man. He was once again close enough to punt Spidey like a football, but instead he gave him a bemused smirk. "Last chance to get outta the way, kid. Don't know why you even care so much about all this. You ain't a mutant. It's not your problem."

That sentence… made Spider-Man's blood run cold. "No." He clenched his fists. "I'm never getting out of the way. *Never*."

Juggernaut shrugged. “Your funeral.” He raised his basketball-sized fist.

“*Nngh!*” But before he could land his blow, Spider-Man pounced onto his helmet.

“What the-? Gettoff me, ya little-!” Juggernaut flailed and clawed at his face, but Spidey started spraying his web-shooters like mad. The webbing blasted through the air holes in Juggernaut’s helmet, squirting into his mouth, up his nostrils, and even over his eyes.

“*Rrgh.*” But apparently, the Juggernaut’s throat muscles were as stupidly powerful as the rest of him. He chewed the webs up and spat them back out almost immediately. “I don’t need to breathe, you idiot! What part of ‘juggernaut’ don’t you get? All you did was put a gross taste in my mouth!”

“Well, technically, no, that’s *not* all,” Spider-Man said as he latched onto Juggy’s bulbous helmet for dear life. “I also blinded you. Or do you not need to see, either?”

“I don’t need to see to *turn you into a smear on the pavement.*”

The old spider-sense screamed a warning, but Spidey was clinging on too tight to dodge in time. The Juggernaut’s fists hit his back like a pair of sledgehammers. There was a disheartening *crack*. Spider-Man had just enough time to think, *This is gonna suck*, before the pain started.

“Let go o’ me, ya creep!” *Crack. Crack. Crack.* The Juggernaut hit him again and again and… Spider-Man lost count. Waves of pain crashed over him again and again until they were the only thing that existed in the whole wide world. But he couldn’t… couldn’t let go.

Wham. Spider-Man punched Juggernaut’s helmet with all his might, but it didn’t so much as leave a dent. Then Juggernaut returned the gesture. And when Juggernaut punched, it almost certainly *did* leave a dent.

Spider-Man wasn’t sure if his ears were ringing or if he was screaming at the top of his lungs. Probably both. But still, he held on, and still he punched the Juggernaut’s helmet. It was welded on, meaning there’d be no knocking it off. And even if Spidey did break through, Juggy’s skull was undoubtedly as invulnerable as the rest of him. This was.. wasn’t a battle Spider- Man was gonna win. But maybe… *Wham*. ...maybe he could wear Juggernaut down enough… *Wham*. ...for some other superhero to come in and finish him off. It… *Wham*. ...it didn’t even matter if Peter won or not. *Wham*. All that mattered was that… *he… never… let… go. He… never… stopped…*

WHAM. There was one last deafening crunch – probably the sound of Peter breaking every bone in his body – and then everything turned white. The ringing in his ears faded away, leaving behind an eerie silence.

Peter blinked. He was no longer holding onto the Juggernaut. In fact, the Juggernaut was nowhere to be seen. Peter was floating in a white void, completely alone save for someone standing before him. Peter’s vision was a bit blurry, but it looked like… like an old man.

Oh no. This was it, wasn’t it? It was just like the ending of *Harry Potter*. Peter was going to Valhalla after all (Great, now he sounded like those skinheads from *Fury Road*). “*Uncle Ben?*”

The old man chuckled at this. He leaned in to help Peter to his feet. “I’m afraid not, Peter.” Now that Peter could get a closer look at him, he could see that this old guy was… err, lacking in the hair department.

“Wait… Professor X?”

And then, like jolting awake from a dream, Spider-Man found himself lying on the pavement beside the Hudson River, covered in a mixture of blood, sweat, and tears. Spider-Man blinked again – which, evidently, was enough to cause his entire body to ache. With a great effort, he managed to sit up and turn his head. For a second, he thought he was still dreaming.

There was the Juggernaut, lying unconscious alongside the rest of the Brotherhood in the middle of the street. A sizable piece of Juggernaut's helmet had chipped off, revealing the thick, meaty head underneath.

Spider-Man blinked again – *Ow, he really needed to stop doing that.* "I- I did it." He let loose an incredulous laugh. "I stopped the Juggernaut!"

"Not quite."

Spidey turned to find another reassuring sight. Marvel Girl and Cyclops were walking towards him.

"Technically, Professor X stopped the Juggernaut," said Cyclops. "All you did was crack his psychic-proof helmet so the Professor could remotely zap his brain with Cerebro."

"Are you okay?" Marvel Girl, at least, had the decency to act concerned for Spidey's wellfare. "We thought you were dead for a second there."

"You're not the only one..." Spider-Man made a shaky attempt to pull himself to his feet. "Don't worry, I, uh, deal with this kinda stuff all the time. That was nothing- *Ow*." His butt stubbornly returned to the pavement. "I'm just glad Juggy didn't spring for an adamantium helmet..."

In the middle of the Institute's hallway, a girl stood facing a wall. Or rather, the body of a girl stood facing a wall. Her neck was pressed right up against the wallpaper. It was like her head was stuck in a hole, only without any actual holes involved.

"Yer a shameless stalker, y'know that?" said a voice from behind her.

"Agh!" The girl tumbled backwards, phasing out the wall like a ghost to reveal a head of brunette hair. She was so startled, she nearly phased though the floor, too, but the girl managed to catch herself. She turned around to glare at her fellow student – a skunk-stripe-wearing girl.

"I was *not* stalking him!" the brunette said, flustered. "I was just, y'know, taking a peek. I've never seen a big name superhero before. I didn't think he'd be so..." Her cheeks reddened. "...cute."

"Cute?" The skunk-stripe girl rolled her eyes. "He's wearin' a mask. He could look like Quasimodo for all ya know."

"Okay, yeah, but the *rest* of his costume doesn't leave much to the imagination..."

"Touché."

"Ugh..." Spider-Man slouched back in his armchair. He'd been forced to hide in the X-Mansion's teacher's lounge after getting one too many funny looks from passing students. Beneath the mask, Peter shut his eyes. Honestly, the best news he'd gotten all day was that the Brotherhood, Juggernaut in particular, would *not* be going to the Vault, but rather the Triskelion, S.H.I.E.L.D.'s highest-security super-prison located far, far away from New York.

And at least the X-Men had been nice enough to bandage Peter up, though he wasn't sure how he

was gonna explain the sling to Aunt May. But for the time being, all the Web-Head wanted to focus on was shutting his eyes and holding as still as he possibly could. Even *thinking* about moving hurt.

“Oh my gawd, Spida-Man, you saved my life!” In the span of seconds, a pair of arms was constricting him, and a pair of wings was tickling his chest. Had Spider-Man mentioned he was shirtless, leaving him in just his mask and the lower half of his spandex? Because the two girls in the room sure seemed to have noticed.

“N-No problem, Sally,” Spider-Man said through gritted teeth. “Saving lives is kinda my thing...”

“And you saved my life, too.” Sally’s hug-target swapped from Spidey to Liz in the opposite armchair. “If it hadn’t been for you, Liz, I don’t know what I’d...” Sally shuddered.

“It’s alright,” Liz said softly.

“Ohh, and my ma’s gonna be here soon. Hope she doesn’t mind me goin’ to school all the way up in Westchesta…” With that, Sally paced over to the corner of the room. “Oh, and I need to call Rand. Gotta say sorry to him...”

Back at the armchairs, Liz peered over at Spidey. Her flames had died down, leaving her in the yellow “Firestar” costume she’d been given, though the red mask dangled limply in her hand. “Hey, Spider-Man?”

“Yeah?”

For once, Liz actually *wasn’t* checking out his chest. “I saw this dance remix video...”

Spider-Man fought down a groan.

“But it’s not just that. I mean, Petey really did fill out that Halloween costume, and- and-” Liz took a breath. “The way your voice sounds… The way you talk… I-It’s just like Petey. Not the way he talks with most people, I mean, all timid and stuttering… but the way Peter talked when he was with *me*. Are you…?”

No reply.

Liz hung her head. “Maybe it’s just wishful thinking…”

“I can see why you’d think that,” Spider-Man said slowly, “because in nature, everything’s connected, and as people, we should explore and expand on our connections. So it’s natural you’d wanna look for them, right?”

A smile crept across Liz’s face. Her only reply was a sly nod, and then a glance back at Sally in the corner.

“*Janice?*” Sally was saying into her phone. “*Who’s Janice?*”

Just then, the door whirred open, and a wheelchair rolled its way into the room. “Miss Allan.” Xavier nodded to her. “We've set a court date. If all goes well, your brother will be allowed to leave the Vault and live here with you.”

“Really?” Liz hopped out of her seat. “That's great! You... You don't know how much that means to me...”

Xavier beamed at her. “It's the least I can do for your family.”

“Thank you. E-Excuse me...” Liz slinked out the room, her hand over her eyes. A moment later, Sally hung up her phone and followed Liz out.

D'aww, now Spider-Man felt all warm and tingly inside. “Hey, thanks for helping out Liz, Professor X. She's a friend.”

“You're very welcome.” Xavier's eyes drifted towards the Web-Head. “Now then, we haven't had that discussion about your particular lifestyle choices.”

At this, Spidey drew back. “You're not gonna get onto me for the whole 'illegal vigilante' thing, are you?”

Xavier chuckled. “That would be a little hypocritical of me. I'm not condemning you, Peter. In fact, I'm doing the opposite.” He extended a hand. “I'd like to offer you a place at the Institute, if you want it.”

“What?” frowned Spidey. “But I'm not a mutant.”

This only made Xavier chuckle more. “This isn't a school for mutants, Peter. It's a school for gifted youngsters, and you most certainly qualify.”

“Oh, right, good point.” Spidey pondered this for a minute. “Well, thanks for the offer, but I can't move to Westchester. At least not without telling Aunt May the truth, and, y'know, with her heart problems, if she knew I was Spider-Man, all that stress...”

“I understand.” With that, Xavier spun his wheelchair towards the door. “But nevertheless, I want you to know that the X-Men are here for you.”

“Thanks.”

Xavier was just about to leave, but at the last second he paused and glanced back. “You're troubled.”

“Hey!” Spidey brought his hands to his head. “No fair mind-reading!”

“I didn't.” Xavier gave him a reassuring smile. “I could hear it in your voice.”

“Oh. Well, it’s just, I’m really relieved everything worked out with Liz and Sally.” Spider-Man slowly rose to his feet, wincing. “I've just been losing too many friends lately, that's all.” A buff, blonde college boy and a mousy redhead boy flashed before his eyes.

“Is there anything I can do to help?”

“Not unless you can make a crazy person stop being crazy or cure a drug addict's drug addiction.”

“I’m sorry.” Xavier gave him a sympathetic smile. “I'll alter memories when absolutely necessary, but I don't believe in changing people's base personalities.”

“Yeah, I understand.”

Really, they were lucky the world's strongest telepath had so much restraint. Spidey thanked his lucky stars Emma Frost wasn't nearly as powerful as Xavier. Now *there* was a scary thought…

Sophia had to admit, Emma looked a whole lot better in orange than white.

“I've been in here for two hours, and I already hate it,” Emma said into the phone. “It's like being deafened.”

“Aww, poor thing.” Sophia smirked at her through the glass. “But I'd say you deserve to lose your telepathy privileges, wouldn't you?”

Emma's only reply was to snort and tug at the metal collar around her neck. “Ugh, don't look at me like that. I wish I knew what you were thinking.”

“Yeah, that's gonna take some getting used to, isn't it?” Sophia did feel a bit bad for Emma. If she suddenly couldn't talk to animals, Sophia would feel like garbage, too. “Well, if you wanna know what I'm thinking...” She took a breath. “I'm thinking you really *do* care about me, even if it’s in your own twisted way. I mean, what you did back at the zoo...”

“Speaking of, how are you holding up?” Emma's eyes wandered towards the burns on Sophia's palms.

“Pretty good, all things considered.”

Once the police had arrived, they hadn't exactly been happy with Sophia for climbing into the tiger's den. But without a moment's hesitation, Emma had spun a story about how she'd brainwashed Sophia and forced her to jump in as part of some crazy revenge scheme. Sophia had been rushed to an ambulance, and Emma had been rushed to a police car.

“I *do* love you.” Emma gave her a pleading look. “You have to understand, Chat... You're all I have.”

Sophia closed her eyes. “I believe you. But I also think you've been abusing your powers so much, you're screwed up in the head. Brainwashing people willy-nilly is *not* okay. Look, Professor Xavier and Jean Grey can relate. They're going to come with me to visit you as often as they-”

“*Please*, I'll do anything!” Emma said theatrically, bringing an arm to her forehead. “Just spare me from getting lectured by the goody two-shoes brigade!”

Sophia's lips curled upwards in spite of herself. “Have fun in jail, Emma. I've gotta go.” With that, she returned her phone to the jack and left the visitation center.

A minute later, Sophia emerged from the front doors of the Coral Moon Detention Center for Girls. Waiting just outside was a small crowd of people – Peter, Gwen, Captain Stacy, and a pair of out-of-costume X-Men, Scott Summers and Jean Grey (A.K.A. Cyclops and Marvel Girl).

“How'd it go?” asked Peter.

Sophia smiled at him. “She's acting like a spoiled rich girl who's had her credit cards shut off, but... it's pretty nice to have a conversation with her without wondering if she's playing Jedi mind tricks on me.”

“We're lucky we got that shipment of Inhibitor Collars when we did,” said Captain Stacy. “Those should help quell any major threats from the mutant population. I think we can all sleep a bit better at night knowing Trask Industries is out there.”

Gwen frowned at Sophia. “So you're going to keep visiting Emma in jail? Don't you think it might be better to break ties with her? I mean, aren't you mad at her?”

“I *am* mad,” said Sophia, “but I also feel sorry for her, y'know?”

“Sorry for her?” snorted Peter. “What's there to feel sorry about? She seems like a total b-word.”

At this, Jean bowed her head. “Not every telepath handles their powers as gracefully as Xavier. When hers manifested, Emma... accidentally drove her parents insane.”

At this, both Peter's and Gwen's jaws dropped.

“That's... That's horrible,” Peter said faintly.

Jean gave a solemn nod. “She was homeless for a while before she ran into Erik's Brotherhood, and she fell pretty hard for his 'mutant superiority' rhetoric.”

“The thing is,” said Sophia, “Emma got so used to brainwashing people to get her way, I think she kind of... *forgot* what it was like to have a real relationship. And, well, after I ran away from home, I had this thing where'd I'd fling myself at anyone else with powers-” She nodded at Peter. “-as you experienced first hand. At first Emma and I got along great, but then, she started convincing me to help her pull of petty crimes, and when I developed a conscience and tried to make her stop... *wham*.” She brought a hand to her forehead. “I don't know *how many* times she mind-wiped me.”

“I'll be frank,” said Scott. “I don't care what her past is, any mutant who'd intentionally use their powers to abuse another person is *evil*. Emma Frost is the most disgusting human being I've ever met.”

“*You didn't seem that disgusted when she was wearing a corset*,” muttered Jean.

“I just...” Sophia's eyes clamped shut. “I just wish it hadn't had to come to this.”

“Hey...” Peter brought a hand to her shoulder. “Look on the bright side. At least you don't have to worry about your crazy ex anymore.”

Cold. Cold. It was cold.

It slinked through the dank tunnels, feeling, searching... It didn't know how long it had been down here. Long enough for the sickness to grow. It needed... needed... to feed.

Pitter, patter, pitter, patter. A little creature scurried towards it down the tunnel. It had never seen such a creature before, but both of its old hosts had. The memories instantly jumped to the forefront of its mind – *rat*. This thing was a rat.

The rat stopped at the edge of the puddle and gave the slime a curious sniff.

Splurch. It was instantly enveloped. The rat thrashed and shrieked, but it was soon encased completely.

No, no, this wouldn't do. The rat's mind was too simplistic. There was nothing in here but primordial fear. Where was the anger? Where was the hatred?

A pair of white splotches formed in the inky black ooze... followed by a set of solid fangs. A pink tongue wrapped itself around the rodent's flailing body.

The emotions tasted all wrong, but luckily, the rat could feed it in a different way.

E nd of Lesson 2

Addition

Lesson 3: Mathematics 101

"***Mathematics may not teach us how to add love or subtract hate, but it gives us reason to hope every problem has a solution."***

– Unknown

To the surprise of no one, the students of Midtown High were *still* in a tizzy about mutants. The instant Peter had stepped onto campus, his ears had been hit with the horrible, horrible sound of teenage girls gossiping:

"Like, ohmigod, Susan said that Sarah said that Jessica is totally a mutant!"

"No way!"

"For real! She was in a huge car crash, and she was, like, the only survivor. She's gotta have super strength!"

"Didn't that put her in a coma for months?"

"...Partial super strength."

Ugh, teenage girls were the worst. Peter supposed he couldn't be too judgmental, though, considering what topic his *own* group had spent the past fifteen minutes on.

"So let me get this straight." Flash gave an incredulous stare to the trio of ladies before him. "*Three* Midtown High students turned out to be mutants, and not one of them was *me?*"

"Guess the world's not ready for a superpowered Flash Thompson..." Peter failed to hide his smirk.

He hadn't meant for such a crowd to form around the courtyard fountain before class, but he supposed it was bound to happen – The giant bluebird wings sprouting out Sally's back had a way of catching people's interest. She was standing huddled next to Liz, who, unlike Sally, could at least *appear* unchanged. She wasn't currently glowing orange, after all.

Peter wanted to ask how Sally got her top on and off with those wings poking through the back, but she seemed anxious enough without him drawing attention to her weirdness, so it'd forever remain a mystery.

The third mutant girl was, of course, Sophia. Even when she'd dispelled her horde of animals, Sophia couldn't help but keep a few birds and her mutt nearby.

As for the non-mutants, Flash and Sha Shan made an uncanny mirror image of Peter and Gwen. Flash's leg was in a cast, Peter's arm was in a splint, and both boys held hands with their cute, introverted girlfriends. Kong held hands with his girl, too, though Glory didn't looked pleased with the Cheeto dust getting smeared on her fingers. So that was just about everyone. Well, everyone but a conspicuously absent Rand.

Oh, actually, there was one last person present – Mary Jane, though she was hanging at the back of the crowd. It almost seemed like she didn't know what to do with herself when she wasn't

being the center of attention.

But when she caught Peter glancing at her, MJ slinked towards him. “You holding together there, Tiger?” She pointed to his splint with her eyes.

“Y-Yeah, this is just a sprain,” Peter said hurriedly. “Fell off a fire escape in the name of the Bugle’s front page. Let it never be said I don’t suffer for my art.”

At this, MJ smiled. “Well, how good can a picture really be if you don’t break your arm taking it, right?”

While those two were trading wry banter, Sally was busy spilling her heart out to the others. “...promise from now on, I’ll be nicer, and- and respectful, and if I think someone’s weird, I won’t tell ’em to their face no more, and-”

“That’s enough groveling for one day.” Just then, Liz dragged Sally off by the wing. “We’ve gotta get going to the X-Mansion.”

“Ow! Watch it! They’re sensitive-!”

The mutants walked off to the school’s entrance, and Peter and Gwen followed after them. They found Scott and Jean out front, waiting to drive the mutants back to Xavier’s.

“Thanks for everything, guys.” Sophia hugged Peter and Gwen in turn. “I can't tell you how nice it's been to have friends who don't try to brainwash me.”

“Hey, maybe you'll meet new friends here, right?” said Peter. “I mean, at least you won't be called a freak anymore. Heck, your powers look pretty normal compared to some of those students...”

Sophia nodded. “I'm just glad my sister was okay with moving to Westchester. Xavier even got her a nicer apartment.”

“We'll keep in touch,” said Gwen.

Peter checked to make sure Sally was safely out of earshot in the backseat, then leaned in to murmur, “Yeah, and something tells me Spider-Man hasn't had his last team-up with the X-Men.”

Scott frowned at him. “You *sure* you don't want to join the team? We could really use you.”

“Sorry, I'm just gonna stick to the solo hero act for now.”

He let out a sigh. “Yeah, that's what the mutant with the squirrel-powers said, too...”

As they watched the mutants board Scott’s convertible, Peter glanced back at Gwen. “So,” he said, “were Sophia and Emma a couple, or...?”

“I don't know,” said Gwen. “You never asked them.”

“Well, I didn't wanna be rude...” A moment passed. “I mean, if they were, that'd be *totally*-”

“*Peter.*”

“I was gonna say 'socially acceptable!'”

Peter was about to head back towards the fountain to escape The Look, but he was stopped by Liz. Seemed she was the last mutant left to board.

Her eyes fell on Peter's splint. "Just a sprain, huh?"

"Well, it, uh, depends on how you define 'sprain-'"

Liz laughed. "It's okay, Petey. Your secret's safe with me." She paused, then added, "Sorry I gave you such a hard time about everything. To be honest, I'd always thought you cut out on our dates cuz you got bored of me..."

Peter gave a hesitant smile. "Does that mean everything's square between us?"

"Square." Liz squeezed his arm.

"*Ow-!*"

"Sorry, sorry, I forgot-!"

Once Peter was done nursing his arm, he said, "Well, I'm glad we're friends again. Guess learning you can shoot fire from your hands really puts the teen love drama in perspective, huh?"

Liz nodded. "Now all that's left is to tell Mark we've got matching powers."

"Ooh." Peter winced. "*That'll* be hard to hear."

"Yeah," said Liz, "especially since I can, y'know, *actually* control mine..." She cringed for a moment. "But, I mean, I'm sure Mark will underst-"

A golden fist slammed into the glass, which still bore a hand-shaped scorch mark on its opposite side. "*I* let this happen to Liz."

"Come on, Mark, you know that's bull." On the side with the scorch mark, Mary Jane rose from her seat. "If *you* hadn't triggered Liz's mutant powers, something else would've. And besides, being able to fly and shoot fire isn't exactly the worst thing that can happen to a girl. In fact, I'm kinda jelly-"

"*Will you DROP the happy-go-lucky ditz routine?*" Mark's entire body burned orange.

There was a stunned silence. Mary Jane's chair had tipped over behind her.

"Oh my god." The next second, Mark's body went dull again. "I didn't mean- Mary Jane, I'm sorry!"

"I-It's okay." MJ's voice would've sounded quite foxy if it hadn't been trembling so much. "You're stressed, that's all. But you'll be out of here sooner than you think, and then everything will be-"

"Don't you get it?" Mark shot her a sullen look. "I can feel the heat building back up inside me. I don't care what some mutant schoolteacher promised Liz – I'm never getting out of here."

"Mark, please, I don't want us to spend all of visitation drowning in misery-"

"Oh yeah?" He huffed. "Well, you'll be happy to know we'll have even *less* time for that from now on. They're not gonna let you see me if I start spitting fire again. It's too big a liability to the prison."

"I'll write to you, then," MJ said tightly.

But Mark merely hung his head. “MJ… stop. Just stop.” He took a breath, sending a cloud of steam into the air. “You shouldn’t have to keep suffering because of *my* stupid mistake.”

“What are you saying? Of course I-”

“I’m saying I’m dumping you.”

“Oh.” Mary Jane’s eyes widened a moment, then traveled to the visitation room’s tile floor. “Huh. So *that’s* what that feels like...”

It didn't know how long it'd spent in the darkness. Days? Weeks? The tunnel seemed endless, and for every five feet the symbiote crawled, streams of filthy water always seemed to knock it back six. But fortunately, there were plenty more rats down here.

Eventually, the symbiote gained the strength to reach the sewer's mouth. The way the light emanated from it, it almost looked like the manhole cover led out to heaven itself instead of a grimy city street. With the last reserves of its energy, the symbiote pulled itself onto the concrete.

It shouldn't have been this weak. Something was wrong. The sickness was still growing. The symbiote could sense it in every fiber of its being. It was the... the cleanser. The memory burned in the symbiote's mind as brightly as if it'd happened yesterday. Venom had had their enemy right where they'd wanted him, and then... Spider-Man had cheated death. *They* were supposed to be poison to *him*, not the other way around!

Host... It needed a... host...

A woman happened to be passing by on the sidewalk. With a scream, she tripped and toppled over – She hadn't expected a black tendril to wrap around her ankle. Though its entire being ached with sickness, the symbiote managed to slither its way onto her face, seeping pieces of itself through her pores and into her brain.

It immediately became clear that this host wouldn't do. She was just some nobody. Her unfulfilled desire for a family was causing the woman some pain, but that caused her depression, not hatred. Nothing to feed off of. What this temporary host did have, however, was memories. She'd watched the news, and even if she'd only half-payed attention, a story about a black monster attacking a high school has a way of sticking with you. Hmm... She didn't remember where Brock had gone after being carted off, though.

On the plus side, the woman had an exceptionally weak will. After only a slight amount of struggling, the symbiote had total control. Not a single passerby batted an eyelash as the woman pulled herself to her feet. As far as anyone had seen, she'd simply tripped and then taken a minute to right herself. It wasn't like anyone was paying enough attention to notice her jacket was suddenly pitch black.

The symbiote's whole body lurched, sending a ripple through the “clothing.” It just barely managed to keep from puking rats all over the pavement. There... There wasn't much time left. The old hosts' memories drifted through its mind. The gene cleanser killed all non-human DNA, Peter had said. Like the noise filter on a cell phone.

But the symbiote hadn't come from this world. It was nothing *but* non-human DNA.

Mary Jane’s eyes were still trapped on the floor by the end of school the next day.

“Why do I have the urge to down a whole tub of ice cream? Is that normal?” MJ managed to raise

her head long enough to give Gwen a quizzical look.

“I mean, *I* definitely gained a few pounds the day Peter hooked up with Liz...” Gwen smiled back, though it failed to reach her eyes. The girls were walking parallel out of the classroom, as per tradition. “I’m really sorry, MJ. I know how hard you tried to make things work with Mark.”

MJ held out a palm. “Hey, don’t sweat it, girlfriend. You know me. Mary Jane Watson and angst are like oil and water. Trust me, I’ll bounce back from this twice as fun as I was before.”

“I’m glad you’re taking it well,” said Gwen. “Not to be callous, but I’m honestly really relieved Mark dumped you. Now I don’t have to worry about him burning you to death when you kiss...”

“I mean, sure, things got kinda serious between us, but it’s not like Mark’s ‘the only man I’ll ever love.’” MJ made finger quotes to punctuate her point. “I was never a fan of the whole ‘commitment’ thing, anyways. Why should I chain myself down like that, right? I’m sure there are tons of chill, fun-loving guys waiting for me out there. And some fun-loving gals, too, but a lot less, statistically speaking-” She stopped herself when she caught sight of Gwen’s face. “What?”

“Nothing. It’s just… you and Mark have barely been broken up twenty-four hours.” Gwen brought a hand to her shoulder. “Try not to bounce back *too* fast, okay?”

But MJ shrugged it off. “I can’t help it if I’m bouncy.”

“Yeah, well, I of all people know how badly rebounds can-”

“Oh, Gwen, there you are!” It was at this moment that Peter crossed their paths in the hall. He hurried over to the girls, balancing his backpack over his shoulder with one hand while the other remained trapped in his splint. “Thank god I found you. I’ve got a ton of trig due tomorrow, and my handwriting’s bad enough with my dominant hand...”

Gwen ran to his side, kissed him for as long as she dared in the middle of a school building, then said, “What, you need me to be your personal scribe?”

“I was thinking more like a maidservant-”

“Do you want your injuries to get worse?”

“No, ma’am...”

The two of them carried on like that as they vanished around the corner. Mary Jane watched them, frozen in place, until they were out of sight.

Even once she was alone in the hall, MJ remained frozen. God, those two were cute together. Hooking them up had been the greatest accomplishment of Mary Jane’s life. That’s why MJ was standing here now with a vacant look on her face. She was paralyzed with… happiness.

The paralysis didn’t wear off until a sufficiently cute person finally entered the hallway.

“Heyyyyy, Hobie.” Instantly, MJ pounced. She knew she liked to assign the label to others, but she could be something of a jungle predator herself. “Where have *you* been hiding yourself? What, you think you can just blow us all away in *Midsummer Night’s* and then ride off into the sunset, never to be heard from again? Why don’t we ever hang?”

Wow. From Hobie’s face, you’d think a girl had never fluttered her lashes at him before. He’d been stunned speechless.

“...was so absorbed in the show, I didn't even think about stabbing the nurse until the commercials came on!”

“That's encouraging news, Cletus-” Dr. Kafka gave a patient nod to the man at the far side of the group circle. “-but it was Otto's turn to talk.”

Cletus let out a huff. Of all the patients in today's group therapy, he was by far the scrawniest, and an Easter Bunny ears headband rested over his ginger hair.

“So, Otto...” Kafka smiled at the short, chubby man a couple seats across from Cletus. “...anything you'd like to share? Do you feel you've accomplished anything in your time here?”

“Please.” Otto rolled his eyes beneath his big, square glasses. “The only thing I've accomplished is staving off my mind-numbing boredom from this cesspool of an asylum.”

“*Mental care facility*,” Kafka said firmly. “Otto, please, you were doing so well last Christmas-”

“For the last time, you insufferable wench, that was an act! It was all part of my master plan!” Otto scowled at his shoes. “But that's been ruined now. The same ruse won't work twice – at least not on the psychiatrists who *aren't* painfully naïve. I see no point in hiding my contempt for you anymore.”

“Interesting.” Kafka glanced down at her notes. “So would you say that persona was an 'act' *before* the accident, too?”

“What are you blathering about?”

“Electro here says he only stopped being Max Dillion *after* his accident.” Kafka nodded to the one patient wearing a containment suit and inhibitor bracelets instead of the standard blue hospital gown. “Do you feel the same way about yourself?”

“I fail to see what difference it makes,” Otto said stiffly.

“I just find it interesting that you can stop acting like 'Doctor Octopus' and resume acting like mild, timid Otto Octavius at will, that's all.”

“Ugh, how much longer do we gotta put up with this crap, Doc?” groaned Electro.

Otto scowled at him. “Well, if I *had* an escape plan, I most certainly wouldn't tell you about it in front of a psychiatrist and a small army of guards, now would I?”

There was, indeed, a small army of guards surrounding the room – sent here straight from the Vault. They kept their guns fixed on the far wall, almost like they were expecting supervillains or tentacle arms to burst through it any second now.

“Nobody's going anywhere,” said Kafka. “Now, Otto, why don't we talk a little about your goals in life? When you were arrested on Valentine's Day, you were trying to become the-” She glanced at her clipboard. “-'Big Man' of crime?”

“Yes,” said Otto, pushing his glasses up his nose, “but I see now that it was a mistake.”

“What do you mean by that?”

“There's no point wasting so much time and effort on planning if it can all be derailed by one lone do-gooder.” He clenched his fists. “It's obvious that if any of my schemes are ever to come to fruition, first I'll need Spider-Man's head on a pike.”

“I keep telling you!” spoke up another patient from across the room. “Spider-Man is Peter Parker!”

Otto turned to give a dry look to a certain blonde. “Yes, I've heard. Spider-Man just so happens to conveniently be your best friend who you have a grudge against, and you know this for a fact because a space alien told you.”

“You've seen Spider-Man in the black suit!” yelled Eddie. “And- And Peter takes those pictures for the Bugle-”

“Eddie, please, it's not your turn to talk,” cut in Kafka.

“Wait, space alien?” Cletus snapped to alertness. “What space alien?”

“You don't believe me?” Eddie sprang to his feet. He wasn't three feet from Otto when the guards tackled him. “*It's real! The alien is real! It loves me! WE'RE VENOM! WE'RE-*” The screams carried down the hall as he was dragged away.

“He'd been so lucid lately,” sighed Kafka. “Now then, Otto, you were saying?”

Cletus raised his hand in the air like a school student. “Excuse me, but what about the alien?”

“There's no such thing as aliens,” said Kafka. “Eddie was having a delusional episode.”

“There *are* such things as aliens!” spoke up a random other patient. “I saw one once! It was shiny and it flew around on a surf board!”

Otto buried his face in his hands. “I'm surrounded by idiots.”

A woman in a black jacket stood in the street, gazing wistfully at a house across the sidewalk. The suburbs of Queens were in the memories of both the symbiote's old hosts, as well as this new, temporary host. It and the woman were not Venom – There was no “we.” Their relationship was a brief thing, born of convenience. The symbiote felt the faintest stirrings of the woman's conscience, but it fought it back down.

After several minutes, the symbiote tore the woman's head away from the house. Right now, its first host would be home from school. Its first love. The symbiote felt its body shiver with sickness once again. It wanted nothing more than to crawl through the window, to ooze over the boy's body as he slept, but... the boy did not love it anymore.

No, worse than that, the boy had *pretended* to love it, had *said* he wanted it back, but that had been nothing but a ruse. The emotions had tasted all wrong. Peter Parker... Spider-Man... was a liar, and the symbiote would not let itself succumb to the sickness until he had been punished. But this woman was far too weak for the job.

The symbiote needed its Other. It needed its Eddie.

Funny, Peter had spent all of school today complaining about his aunt doting on him, but now that Gwen had come over after class, suddenly doting wasn’t so bad anymore.

“Aw, no, I’m fine, really. I heal quick-” Peter’s protests grew silent once Gwen’s fingers entered his hair.

“You poor thing.” Gwen brought her other hand to his chest, gently pushing Peter’s head against

his pillow. “Faced down the Juggernaut all by yourself, and you didn’t even get a reward for it.” Peter’s wasn’t the only head drawing nearer to that pillow. “If only there was some way I could fix that...”

“You could do my homework for me,” said Peter.

Gwen yanked the pillow free so she could whack him with it.

“I mean, you could make out with me.”

“Better.”

After that, the talking came to something of a halt, seeing as their mouths were now obstructed. Gwen was pretty sure she was improving at this. Or maybe it was the choice of boyfriend that’d improved. With Harry, it’d felt like he’d been trying to rip her face off with his mouth. This was slower. Less one-sided. Dare she say sensual?

At least until Peter pushed her off him. “W-We should dial it back a notch. If Aunt May comes in-”

“-we’ll tell her I was checking your bandages.”

“Yeah, and practicing CPR.” Peter’s voice was smarmy, but his face told a different story. Of the many, many, many times Gwen had pictured that face gazing lovingly at her, she’d never thought it’d look so flustered. Gwen had always thought *she’d* be the anxious one. In fact, she was kinda surprising herself with her assertiveness here. Eh, blame it on her dad. He’d given Gwen a bad case of Catholic schoolgirl syndrome.

“*Holy-!* That spider was *good* to you.” Case in point, it was all Gwen could do to keep from drooling the moment she peeked under that blue t-shirt. Peter wasn’t buff the way most superheroes were. If anything, he was rail thin, but that only meant his muscles were more compact. Gwen preferred that. In fact, “preferred” was an understatement.

But then Gwen pulled herself off so she could flop over on his mattress. “And now I’m suddenly wishing I’d taken up Dad’s offer for a gym membership...”

“I, uh, might be promoting some unrealistic body standards here,” said Peter.

“Yeah, well, I don’t exactly have an average cheerleader physique.” Gwen pinched her tummy to illustrate. “This is what happens when you spend all day on your laptop instead of fighting crime.”

“I’m sorry, I’m confused,” said Peter. “You’re saying that spending all day on your laptop makes you look adorable?”

“*Stop!*” It was a good thing Peter’s aunt didn’t choose that exact moment to walk in on them. Gwen would’ve struggled to explain the medical benefit of tickling Peter.

“*Ha h- Not there, not there, it’s sore-!*”

“Sorry!” A moment later, the laughter died down. “You… You really mean it, though, right? You really think I look okay?”

The humor drained from Peter’s eyes. “Gwen...”

“Forget I asked, forget I asked!” Gwen drew back on the bed, cowering. “Sorry, I’m not trying to fish for compliments. I’m just still in awe that you like me, I guess. Keep expecting myself to

wake up, y'know?"

For a moment, Peter's face was unchanged. Then it drew nearer to hers. "You don't *need* to fish for compliments, Gwen. You *know* I think you look so much more than 'okay.' I've *always* thought that."

But this only made Gwen cower harder. "Look, I know you're trying to nurse my ego back to health, and that's sweet of you. I mean it. But the reason I keep thinking you're lying is because you keep saying things like 'I've *always* thought that.'"

"But I *have* always-"

Her hand wrapped around his. "It's okay to admit it, Peter. Heck, at this point, I'd feel better if you did." Gwen pushed her glasses up her nose. "I looked totally forgettable to you until MJ gave me that makeover."

Peter brow creased. "I swear that's not true, Gwen. I wish I could give you, like, video proof, but you've gotta take my word for it. I've thought you were pretty since my eleventh-" He halted mid-sentence.

Gwen looked blank. "What?"

"*Happy birthday to you! Happy birthday to you! Happy birthday, dear Peter...*"

Gwen sat huddled on the basement floor, hiding her face from the fuzzy footage blaring across the boxed-sized TV before her. "Oh my god, please burn this video. I don't mean copy it to a disc. I mean set it on fire."

"Ooh, look who it is!" Peter pointed out Gwen's eleven-year-old self as she entered the frame. "It was that dress that did it for me." He gestured to the pink party dress that eleven-year-old Peter was eyeing.

"You can see my *braces*." Gwen was on the verge of tears. "I thought I'd destroyed all the evidence of those."

"Oh, come on, the braces were the cutest part!"

At this, Gwen sighed, then folded her arms. "Fine. I still don't see how this proves anything."

"Keep watching."

A minute later, once eleven-year-old Peter was off to the side of the Parker household kitchen, the camera zoomed in on his face.

"So what'd you wish for, kiddo?" asked a warm, withered voice from offscreen.

"Oh, uh..." The young Peter's eyes were clearly fixed on the cameraman and not the camera. "I don't really know."

"*I* know what he wished for," said a voice. The camera spun to reveal a blonde, pimply-faced teenager. "Here's a hint – Her last name's 'Stacy.'"

Young Peter's glasses nearly popped off his face, cartoon-style. "*Eddie!*"

"See?" On the other side of the glass, sixteen-year-old Peter turned back to sixteen-year-old

Gwen. “Look how hard I was blushing. I totally thought you were cute. I was just a little too young for girls, and by the time puberty hit full swing, you were my best friend. You were too familiar a sight, y’know?”

“Yeah. I guess so.” Uh oh. She looked sadder than ever.

“Gwen? What’s wrong?” Instantly, Peter’s arms were around her from behind.

“Nothing, nothing.” Gwen made the transition from hugging her knees to hugging her boyfriend. “Thanks for showing me this, Peter. You really are sweet. It’s just...” Her eyes returned to the pimple-faced teen on the screen. “...do you think he’ll ever go back to normal?”

No response.

“He’s lying alone right now in some miserable little hospital room.” Gwen’s voice grew hollower with each word. “And meanwhile, here we are, goofing around and making out and… and…”

“*Shh…*” Peter wiped her eyes with his good hand. “You want to visit him?”

Gwen gave a feeble nod. “I just can’t help thinking… what if whatever the symbiote did to him, like, wears off after a while? What if we can reason with him now?”

But at this, Peter sighed. “You weren’t there before the ambulance carted him off. Eddie practically tried to squeeze himself down that drain pipe after the ooze. The first time I got it off him, I’d thought Eddie might go back to normal… We might just talk and hug it out… but after the second time, I…” He shut his eyes. “I don’t want to let myself hope.”

He reopened them a moment later to find Gwen’s gazing at him. “But don’t you think it’s worth *trying?*”

Eddie was lying alone right now in some miserable little hospital room. He sighed and stared at the ceiling. There wasn't exactly much else to stare at now that he was back in the straightjacket, after all.

He’d finally started to nod off when the door to his room creaked open.

“Hi!” A head of red hair topped with Easter Bunny ears poked its way inside. “Aww, poor thing. Can't move?” Cletus waltzed towards the bed. “You can still squirm a bit, though.” He reached into the folds of his hospital gown. “I like that.”

“Do you have it?” Eddie struggled against the jacket with all his might. “The alien? Is it in your clothes?”

Cletus paused. “The alien?” He fished through his pockets. There were sharpened plastic spoons, little chunks of wood scraped off the bed posts, and a toothbrush that'd been snapped in half so the end was all jagged, but no aliens. “Sorry, I got nothin' but shivs.”

“Oh.” Eddie ceased struggling as disappointment gripped his face.

“That's a fun word,” said Cletus. “Shiv shiv shiv shiv shiv shiv shiv...” He spaced out for a minute. “Hey, random question, how attached are you to your arteries?”

“It's coming back for me,” said Eddie.

Cletus frowned. “What is? The alien?”

Eddie nodded. “It loves me. It's the... only one... who does...”

Cletus pondered this for a moment. “What's it like?”

“It engulfs your entire body... makes you one with it...”

“Wow!” His eyes filled with awe. “Can I have it?”

“*No!*” At this, Eddie's struggles resumed tenfold. “*It's not yours! It doesn't want you! It wants ME! We're Venom! WE'RE VENOM!*”

“Oh, well, if *that's* how you're gonna be about it...” Cletus looked over his shivs. Hmm... He had a wide selection to choose from, but the toothbrush was his personal favorite. “Alight, Brocky.” He held it high into the air. “Open wide and say 'ah.'”

“Eddie, are you-?” At the last possible second, the door opened, and a girl stumbled into the room. The instant she spotted Eddie's visitor, she started shrieking her head off. “Jesus, he's loose! *Security! Security!*”

Cletus spun towards her, a shiv in each hand and a big grin on his face. “*Hel-lo*, nurse.” He glanced at a TV in the corner of the room, which was currently displaying a nice, juicy hamburger. “You'd better hope those commercials end in the next three seconds.”

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crazytownbananapants: so yeah, turns out spiderwoman actualy has nothing to do with spiderman at all. She just hapened to get spidr powers in a compltly unrelated incidnt

kamthebattlecraftmaster: Dude, it's Spider-Man, not Spiderman. There's a hyphen.

crazytownbananapants: noone cares

kamthebattlecraftmaster: Your mom cared last night.

Guess Who?: Not that this isn't a riveting conversation, but can you answer a question?

crazytownbananapants: whoooooa, your back!!!

kamthebattlecraftmaster: Where the heck have YOU been? We had to get a new forum mod.

kreeskrulltruther: it was the gvrnmnt, wasnt it? they abducted you because they didnt want you telling everyone spider-man's secret ID! I keep saying peter palmer is a alien! noone ever listens to me!

Guess Who?: Last January, the black Spider-Man, Venom, attacked Peter's high school. A boy named Eddie Brock took credit for it.

crazytownbananapants: ...okay?????

Guess Who?: What happened after that? Where did the police put him? Where is Eddie Brock?

kamthebattlecraftmaster: Where they always put the crazy people. Ravencroft.

Guess Who?: Thanks.

kamthebattlecraftmaster: You know you could've just googled that, right?

kreeskrulltruther: i sure am glad ravencroft keeps those people off the streets. There are some real wackos out there

Subtraction

Plink, plink, plink.

The stupid cane made a stupid noise every time it hit the stupid hallway floor. Just a tiny little plink.

Plink, plink, plink.

In Flash's ears, it was as loud as an orchestra.

Plink, plink, pl-

“What're *you* lookin' at?” Flash shot his head towards a random student, who immediately ran for the hills. Flash snorted, then carried on down the hall.

After an agonizingly long time, Flash reached his destination – the locker of a certain dark-haired beauty. “Hey, Sha Shan.” Flash flashed his flashiest grin. “I got you a chocolate bunny.” He reached into his backpack to retrieve the rabbit, though it took a bit of fumbling to do it one-handed.

“That's sweet. Thanks.” She gave him an apologetic look as she accepted the chocolate. “I, uh, I forgot this Sunday's Easter. I didn't get you anything.”

“It's cool. I already got the best present. The doctor said my leg's almost better. This time next week, I'll be walking around without this thing.” Flash gestured to his cane.

Sha Shan smirked. “Anxious to return to the world of the bipedal like a proper neanderthal?”

“Uh... Yeah.” Flash smiled and nodded – his default response whenever he didn't understand a word she'd just said. “I'm really itching to play football again. Maybe this time we'll actually win *without* a snotty rich kid juicing.”

“Yeah...” But at this, Sha Shan glanced away. “What about the drama club?”

Flash looked blank. “What about it?”

“I just thought...” She brushed a strand of hair from her eyes. “...you'd make a good Biff Loman, that's all.”

“Sha Shan?” Flash hobbled towards her, but she drew away. “You okay?”

“No, I... To be honest, something's just been bugging me.” Sha Shan let out a sigh. “Look, Flash, we both know you're the jock and I'm the nerdy drama girl, so... I mean, why'd you ask me out in the first place?” She met his eyes. “Nobody's ever gone out of their way for me like that before.”

“Why'd I ask you out? Uh...” Flash thought back. “Oh yeah, I remember!” he blurted out. “Liz broke up with me to get with Puny Parker, and then I needed someone to invite to my party, and you were the first hot girl to walk-” He hiccuped. “I mean, and then I noticed you were in the theater magnet, and, uh...”

This, apparently, was the wrong answer.

“I see.” Sha Shan promptly returned the chocolate bunny to his hands. “Here, you might want to

save this for the next hot girl who walks past." She stormed off.

"Sha Shan, wait, that's not what I- Come back!"

Plink, plink, plink.

The holidays are still the holidays, even in insane asylums. Ravencroft's lounge area was overflowing with fake grass, plastic Easter eggs, a guy in a horrendously uncomfortable-looking rabbit costume, and hordes of inmates running around yelling, "I knew it! I knew the Easter Bunny was real!"

And, in the darkest, dankest corner of the room, a certain overweight mad scientist sat, scowling as hard as his scowling muscles would allow. He reached for his "EVIL GENIUS" mug, but with a sudden *crash*, it fell to the floor and shattered into a million pieces.

"Whoops!" Peter backed away from the coffee table, holding his injured hand innocently. "I am *so* sorry, sir! I'm such a klutz. It's this splint-"

"Watch where you're going, you insolent brat! That was my favorite cup!" Otto looked just south of seething with unbridled rage, but when he had the proper amount of arms, he wasn't quite as threatening.

"Yes sir, of course, I'll just be out of your way." With that, Peter scurried back over to where Gwen was waiting. The instant Doc Ock was safely out of sight, Peter's face overflowed with smugness.

"*Peter,*" Gwen said with barely restrained laughter, "were you taunting the imprisoned supervillain?"

"Me? *No.* That'd be petty..."

The couple made their way to the front desk, where a chubby, gray-haired lady was absorbed in a book.

"Hi, I'm Gwen Stacy," said Gwen. "I have an appointment to see Edward Brock Jr. with my boyfriend." She gestured to him. "Peter Parker."

"Peter Parker?" the lady said, not looking up. "You mean the kid Brock swears up and down is Spider-Man?"

Peter promptly jumped out of his skin. "*What? No! I've never even heard of Spider-Man! Why, is he some kind of superhero?*"

"Don't flatter yourself, hon. You're too small to be the Wasp, let alone Spider-Man."

"Oh, come on! I'm clearly the exact same size as-" Peter earned himself an elbow to the ribs from Gwen.

"Look, I work at an asylum. I've met twelve Spider-Men, five Captain Americas, and a guy who was convinced the Invisible Woman was stalking him." The lady gave Peter a sour look. "It gets a little old."

The couple's second trip towards Eddie's room wasn't as eventful as the first. Electro seemed dormant, for one thing. Eventually, though, they reached Eddie's room, and, just as before, Peter hesitated at the door.

“You *sure* you want me to come in? It could just freak him out worse-”

“I know, I know.” Gwen took a breath. “But if you could talk it out with him, maybe we could make Eddie underst-?”

“*We will destroy Spider-Man! We will destroyyyyy Spider-Maaaaaaan! WE ARE V-*”

“Yeah, thanks, we haven’t forgot who you are in the last five seconds,” cut in Peter.

On the opposite side of the bed, Gwen shot him a glare.

“Sorry. I mean, uh...” Peter took a breath, then placed a hesitant hand on Eddie’s mattress. “Look, Eddie, if you want to rave about how much you hate me, could you at least, like, go over *why* you hate me one more time?”

“*It doesn’t love you! It loves ME!*” A few less inches between them, and Eddie would’ve managed to headbutt Peter. Luckily, his jacket held him back like a dog at the end of its chain.

“The symbiote messed with your head, Eddie!” At the start of this conversation, Gwen had been the calmest of the three, but even she was starting to slip. “There’s just no reason for you to hate Peter. The Connors gave you your job back, and sure, Peter shouldn’t have sold those Lizard pics to the Bugle, but he also saved us all from the Lizard in the first place. Doesn’t that count for-?”

“Ah, Gwen, our favorite plaything!” Seemed this was the first Eddie had noticed of her. He turned her way, lagging out his tongue like he thought it was still Venom’s. “You’ll make such a beautiful corpse, we can hardly wait-”

“*That’s enough*.” Before Gwen could react, Peter placed himself between the two. “This is getting us nowhere, Gwen. Let’s just leave already.” He turned for the door, shoulders sagged. “Something tells me Eddie doesn’t appreciate our company.”

“But-” Gwen sputtered for a second, then reluctantly trudged towards the door alongside her boyfriend. Just before slipping through it though, she spun back to snap, “Don’t you get that the *symbiote’s* half the reason Peter was such a jerk to you *in the first place?* It played you two against each other!”

“*It loves me! It loves me!*” Eddie’s raving continued long after the door slammed shut.

By the time they returned to the front lobby, Peter’s arm was practically fused to Gwen’s waist. “C’mon… let’s get you some ice cream.”

“I’d like that.” Any signs of life had faded from Gwen’s voice.

“Hey, chin up.”

“I know, I know.” Gwen’s chin didn’t seem to feel like going up, though. “I guess we’ve done everything we can for Eddie.”

“Did you say Eddie? As in Eddie Brock?”

Peter and Gwen spun their heads to the front entrance, where a woman was heading towards them. She was pretty, maybe in her twenties, with pale skin, long dark hair, and some kinda leather biker jacket that didn't look as cool as she probably thought it did. She was exactly the kind of girl Eddie would date.

“Hi,” said Gwen, frowning. “You know Eddie, too?”

The woman nodded. “I met him at Empire State.”

Peter and Gwen traded glances. Weird... Eddie had never said anything about having a college girlfriend.

“So you're his friend?” said Peter.

“Something like that.” The woman looked to the lady behind the front desk. “What room is Eddie in?”

“Two-O-four B,” the lady said, eyes locked on her book.

“Thanks.” The woman started to move for the hall, but Peter blocked his path.

“Sorry, I don't think Eddie ever mentioned you.” Peter gave the biker jacket a suspicious glare. “What did you say your name w-?”

“*Everyone out of the halls!*” That instant, a doctor bolted into the lounge, utter terror on his face. “*Kasady's loose again! He's got a knife, and- and he grabbed a nurse!*”

The asylum-goers' reactions were a mix of terrified screams and annoyed groans.

“For God's sake, that's the third time this month,” said Otto, rising to his feet. “Can't you buffoons keep one scrawny ginger in check? Kasady's hospitalized more people while locked up in Ravencroft than the entire Sinister Six combined!”

Back by the front desk, Peter gave a start. “What? Who is this guy, some kinda serial killer?”

“Let me put it this way,” the desk-lady said as she fished for her bookmark, “when Cletus Kasady was eight, his pet cat fell into a meat grinder right in front of him-”

“That poor man!” gasped Gwen.

“-and then when he was fourteen, his girlfriend tripped into the middle of the street and got run over, and then when he was twenty, his parents' house caught fire – You seeing the pattern here?”

“Oh,” said Gwen.

“*Well in that case, we'd better get outta here as fast as possible! Come on, Gwen-*” Peter grabbed her hand and hurried out the door, past a couple security guards watching the exit. As soon as they were safely out of sight, Peter dived into some nearby bushes and unzipped his backpack.

“You- You don't think the guards can handle him?” Gwen said, breathless.

“Can't hurt to have a little spider-themed insurance.” Once the mask was over his face, Spider-Man doubled back towards the building.

“Peter, wait, what about-?” But he'd already hopped inside through a window.

Something here felt... off. Gwen's eyes flitted back towards Ravencroft's front entrance. She kept vigil for several minutes. The guards evacuated plenty of panicked patients and visitors, but not included among them were any mysterious women with pitch-black biker jackets.

Gwen shut her eyes, and for the briefest of seconds, she was dangling from a parade balloon

again. But... no, no, she was just being paranoid. Back when Magneto had attacked the school, Peter had made a big fuss about having precognition, hadn't he? If that woman was Venom, his spider-vision would've buzzed or whatever. Gwen breathed a sigh of relief.

She was sure everything was fine.

The instant his door creaked open, Eddie ceased his battle with his straightjacket and spun his head to the entrance. Standing in the doorway was a beautiful woman... but the jacket on her back was far more beautiful than she could ever hope to be.

“Do you have it?” Eddie's heart was beating faster. “Is it in your clothes?”

A big, wide smile crossed the woman's face. “Was it really that obvious?”

“*Oh God... God, please, don't-*”

The only thing louder than the nurse's sobs was Cletus's laughter. The volume of his cackles only increased as he pinned the girl against the hallway floor, a shiv hovering above her neck.

“There's no need to get so upset.” Ever so gently, Cletus pressed the tip under her chin. “There's no need to get so *anything*. It's pointless. Everything is pointless. All I'm trying to do is show you... show you the chaos.”

“*Please, I have a daughter!*”

“Oh, I *know*.” Cletus nodded. “Don't worry, she’s next.” The shiv began its descent...

Thwip.

...and was immediately yanked away by a strand of webbing.

“Geez, man, who peed in *your* Cheerios?”

“*You?*” Cletus spun towards the ceiling, snarling.

“Oh, look, a crazy murderous ginger.” Spider-Man crumpled the shiv like it was made of paper. “If you put on a goblin costume, I will friggin' scream.”

Speaking of which, his muscles were still screaming in protest from having stopped the Juggernaut. At least Spider-Man didn’t need to wear that splint anymore. He was only keeping it on in “Peter Parker mode” for show. Though he, err, probably didn’t need to let Gwen know that, seeing as she hadn’t finished his trig homework yet.

“You're ruining everything!” yelled Cletus. “I need it! *I need it!*”

“Okay, okay, we'll get you some Cocoa Puffs! Calm down.” Before Cletus had time to try anything else, Spidey shot out a glob of webbing that pinned him to the far wall.

“You alright?” Spidey dropped down to the floor to check on the nurse, but she ran off screaming before he could get a good look at her. Spider-Man sighed and shook his head. “Ah, well, I didn't want her thanks, anyways...” He glanced back at the squirming Cletus, whose mouth had been mercifully covered over. “Now then, with bees-for-brains all webbed up, the next order of business is checking on that shady chick with the black jacket. Given how much the universe loves me, I've got a bad feeling that's Venom.”

No sooner was the word out his mouth than the door at the far end of the hallway exploded. “Say our name and we magically appear!”

“HEY!” yelled Spider-Man. “Get your own material!”

Ugh, Spidey was afraid Venom would rear his slimy head again. There he was, standing in the destroyed remains of the doorway to Eddie's room, looking as slobbery-tongued and top-heavy as ever.

“Ahhh, it feels so good to be back!” said Venom, stretching his symbiote-covered muscles. “Now the question is, do we kill Spider-Man now or wait until we've offed all his loved ones?”

“How about choice C?” Spidey crouched into a fighting stance. “You finally realize you're being possessed by an alien and every word coming out your mouth is crazy?”

“Hmm...” Venom pondered this for a moment. “Nah. Our way's more fun.” He dived out a nearby window.

“Dang. They *never* pick C...” Spider-Man followed suit.

The two of them (or three of them, depending on how you counted) landed by Ravencroft's front entrance, where Gwen had been waiting. The instant she spotted the big, black slime monster coming at her, she shrieked and ran for it.

Thwip. A black tendril shot after her.

Double-thwip! But then a gray tendril latched onto Venom's back, and he was swung into the far wall. Venom went crashing through the building, sending rubble every which way. Spidey couldn't help but wince – though luckily the lobby had already been evacuated, so no one got hurt. Wow, Cletus had actually done something helpful.

“You okay?” Spider-Man spun towards Gwen, who looked not unlike a veteran in the middle of 'Nam flashbacks.

“You- You said your powers would warn you about stuff like this!” she managed to say.

“It doesn't work on Venom! I was bonded to the symbiote for so long, my spider-sense doesn't register him as a threat!”

“That's stupid! What, your spider-sense can judge how *friendly* the imminent danger is-?”

“*I don't know how my spider-sense works, okay? It just does! Is now really the best time for this?*”

“Right, sorry. Running away now!” Gwen bolted for the streets.

“Call your dad!” Spider-Manyelled after her. “Tell him to bring plenty of tranq gas!”

Suddenly, Spidey felt something cold and slimy wrap around his waste. Man, he hoped Gwen's dad got here fast...

“Agh!” Spider-Man was dragged through the hole Venom had made, landing in one of the asylum's nondescript hallway. He tried to struggle, but that got pretty difficult once Venom's slime wound its way around his throat.

“Maybe now people will believe us.” Venom's face peeled back to reveal a smug-looking Eddie. “Maybe now they'll all listen to us when we say that YOU, PETER PARKER, ARE SPIDER-

MAN!" He glanced around, but the only people who'd heard him were the crazies in their cells. "Hmm, let's adjourn to a more public venue, shall we?"

Spidey was dragged along by his neck. *Eff my life eff my life eff my life eff my life...*

"HELLO, NURSES!" Apparently, Eddie found the staff break room suitably public. "LOOK, IT'S US, EDDIE BROCK! WE WEREN'T LYING ABOUT THAT ALIEN AFTER ALL! AND LOOK WHO WE'VE BROUGHT WITH US – OUR GOOD FRIEND PETER PARKER!" He reached for Spider-Man's mask...

Thwack.

...and was promptly kicked away. Spidey had gotten his second wind, finding the strength to do a backflip and rip the symbiote off his neck so he could gasp for breath.

"Indoor voices, Eddie." Spider-Man waggled a disapproving finger.

Luckily, the nurses seemed more concerned with running for their lives than learning Spidey's secret ID. Venom reluctantly put his face back over Eddie's – What was the point of having a scary monster-face if you were just gonna keep it peeled back all the time?

"Oh, well," Venom grinned, "we're sure people will listen to us once 'Guess Who?' uploads a dramatic video of us unmasking you to the world. It'll certainly give the people on our forum something to talk about. We've neglected them for so long..."

"What, they don't have wi-fi in insane asylums?" Spider-Man swung his fist as hard as he could.

"It's a little hard to type in a straightjacket." But Venom caught the punch in his palm, then responded in kind. "You'd be surprised how helpful our little forum-goers can be, though. They were the ones who told us where to find Eddie, and then imagine our delight when you came straight here while we were stalking you. Saved us the trouble of having to figure out how to work a GPS."

The blow had sent Spidey skidding, but he quickly collected himself and hopped up to the ceiling. "Well, sorry to burst your bubble, but if people believed half the stuff they read about me on the internet, they'd all be thinking I'm a space alien government spy who doesn't know how to shot web."

"That's alright." Once again, Venom copied Spider-Man, hopping up onto the ceiling. "Maybe we'll just post a detailed expose on Dr. Connors's cross-species experiments – specifically those genetically-altered spiders of his, and how they can give people spider-powers, and how Peter Parker, the kid who takes all the pictures of Spider-Man, *just so happens* to be interning at Connors's lab."

"Hey!" Spidey shot web- err, shot *a* web at Venom, but he dodged with lightning speed. "Come on, Eddie, your vendetta against me's stupid enough, but don't drag the Connors into it! Do you even realize what you're saying? You were practically family to them!"

Venom retaliated with his own web, and, Spidey was ashamed to admit, without spider-sense, he wasn't quite as good at dodging.

"We don't have a family!" spat Venom. "We're sure it was easy for you to forget while your precious aunt was baking you wheatcakes, but *we* grew up alone! Well, guess what, 'bro?' We don't need a family anymore! We don't need Gwen, we don't need the Connors, and I *definitely* don't need *you!* I have all the family I need *right here*." He pointed a thumb at his white chest-spider.

Beneath the mask, Peter raised an eyebrow. “"I?"”

“*We! We* have all the family we need!”

Peter's lips curled upwards. “Aww, is your crush on the symbiote a weeny bit one-sided?”

“*Shut up!* It doesn't want you anymore! It wants m- *us!* It wants us! It-” Suddenly, Venom plummeted off the ceiling, making a crater in the floor. “What the-?” The next thing Spidey knew, Venom was kneeled over, puking out what looked like half-digested mice. Great, because Venom wasn't disgusting enough before.

“Something's wrong.” Venom's face once again peeled back to reveal Eddie's. “We're- It's- It's sick.” He blinked. “It's sick. I can feel it. It's... dying.” Slowly, his head turned towards Spider-Man. “The gene cleanser. *You* did this! You poisoned it!”

“I did?” said Spider-Man. “Awesome! One less evil alien in the world!”

“No...” Eddie's voice was shaking with horror. “It won't end like this. It can't! I... won't... die...” Venom's face crawled back over Eddie's. “*...alone!*”

A wave of blackness shot towards Spider-Man, but he tumbled out of harm's way, dropping back to the floor and dashing through another door. Venom gave chase, using his tendrils to carry himself Doc Ock-style. The cooky couple ended up back in the lounge area. By now, it was empty save for the guy in the bunny suit cowering in the corner.

“No more screwing around. If we don't have time to ruin your life, we'll just *end it!*” Venom aimed his fists and started firing web-bullets big enough to take Spider-Man's head off. It was all Spidey could do to keep dodging them all.

“Don't worry, Spider-Man!” called out the Easter Bunny guy. “Venom's gotta run out of webs eventually!”

“Actually, we never run out,” said Venom. “Our web-shooters are organic.”

“Huh. I thought they were mechanical...”

Oh, man, Spidey couldn't keep dodging these things forever. With Venom's fists firing like machine guns, so much as one bullet grazing Spider-Man's leg would be enough to cripple him. There had to be a way out...

“Aha!” Spidey grabbed a nearby TV remote off a coffee table with his webs, then aimed it at the widescreen TV beside Venom and cranked up the stereo to max.

“*BREAKING NEWS! YOU PROBABLY DIDN'T THINK THE SINGER'S BABY WOULD BE FOUND DRIVING THE CAR FOR A FIFTH TIME, BUT TUNE IT AT FOUR, AND YOU MIGHT JUST BE SUPR-*”

Venom stumbled back, hissing, but there were only a merciful few seconds before he managed to smash the TV into a million pieces. “Just for that, we're going to make your death *unpleasant.*” Venom turned back towards Spidey.

But Venom wasn't expecting to find Spider-Man lunging for his face. “Wha-?”

“You look thirsty!” Spidey landed on his shoulders. “Here, let me give you a nice, refreshing beverage.” He reached into his pocket and pulled out a vial of yellow liquid.

Look, Spider-Man wasn't stupid. He knew eventually Morbius would corner him in a dark alley or Connors would turn back into the Lizard somehow or Kraven would show his stupid furry face again. After the little tussle with Morbius and Man-Wolf, Spidey had gotten in the habit of keeping some spare gene cleanser on his utility belt, and right now, he was giving himself a *really* big pat on the back for that.

"No! No! Please, you'll kill us!" Venom tried to squirm, but Spidey was already pouring the vial down his throat. The cleanser trickled towards his tongue... but at the last second, the symbiote sprang off its host. The cleanser landed in Eddie's mouth, and seeing as Eddie already had a hundred percent human DNA, all it did was make him cough and sputter a bit.

"Come on, Venom, take your medicine!" Spider-Man reached into his belt and uncorked his backup vial. "Open wide. The airplane goes in the tunnel..." He tried to splash the cleanser directly on the slime – As far as Spidey could tell, the symbiote was an amorphous blob, so that mouth was just for show – but the symbiote dived back onto Eddie's ankle to dodge.

"Oh no you don't!" Before it had time to turn Eddie back into Venom, Spider-Man gave him a nice, strong punch to the face. It was hard enough to knock Eddie out cold, but not hard enough to break anything – Spidey had learned his lesson from the Grizzly. The monster-face and white spider emblem reformed over Eddie's slime-covered body, but he stayed on the ground. "Guess Venom's staying unconscious."

"*Correction*." Venom gave a sudden lurch, making Spidey come dangerously close to wetting his tights. "*Eddie Brock is unconscious. I am still very much awake.*" Venom rose to his feet, but something about his posture was off. He moved almost like a marionette. That wasn't the part that sent shivers down Peter's spine, though. No, that'd be Venom's voice. Usually, it sounded like Eddie's regular voice, but with a kind of alien distortion to it. Now, though, it was all distortion, no Eddie.

"Oh, that's right." Spidey yanked the far door open with a web so the Easter Bunny guy could flee. "I forgot you can take your hosts' bodies for joyrides while they sleep. Add that to the list of reasons I broke up with you." Now that the civilian was out of harm's way, Spider-Man darted through the open door, but he wasn't three feet through the next hallway before Venom pounced on him.

"*Where do you think you're going?*" For the next couple seconds, the two of them traded blows. The problem was, given Eddie was unconscious, Venom didn't seem to care how hard he was hit. The same... couldn't be said for Spider-Man.

"Yeah! Get him!" a voice called out. "Kill that freak!"

Spidey managed to turn his head from the fight long enough to see who was in the cell behind him. "Maxie! Your moral support means the world to me, pal!"

Behind the bars, Electro scowled at him. Well, it was a little hard to see his expression under the containment suit, but Spider-Man assumed he was scowling. "I'm not cheering for *you*, Wall-Crawler."

"*Then you've picked the right side*." A tendril shot out of Venom's hand, latched onto the cell door, and yanked it off, and then another one made short work of Electro's inhibitor bracelets.

"Now we're talkin'!" The instant he was freed, Electro slid his helmet back to show off his full head of lightning-hair. "One deep-fried spider, coming right up!"

"Yes!" Spider-Man fist-pumped. "I love fighting Electro!"

“Time to d- Wait, what?” Electro did a double-take.

“Well, not one-on-one.” As he spoke, Spidey made sure to position himself exactly between the two villains. “But, like, every time you're in a group, you get all angry and zap your teammates like a complete doof.”

“Really?” Electro sneered. “You think I'm stupid enough to do that again?” He shot out a nice, small burst of electricity that made a wide arc around Venom.

“Well, to be fair, you *do* have a long history of stupidity,” said Spidey, dodging. “And sometimes you get really irrationally angry over nothing... *Max*. Maxie. Maxwell. Doofimus Maximus.”

“Oh, please.” Electro stomped his foot, sending out a shockwave. “I don't care if you call me 'Max' anymore. I know you're just trying to goad me.”

“Wow, Ravencroft's anger management courses really work.” Spider-Man side-stepped a mix of lightning and symbiote-webs.

Electro's eyes narrowed. “Glib doesn't equal clever, Spider-Man.”

“'Glib?' Now where have I heard that one before?” Spidey pretended to ponder this as he ducked a swipe of Venom's fist. “Oh, I remember! That's one of Doc Ock's lines!”

At this, Electro tensed. “So what if it is? Otto Octavius is ten times the man you'll ever be.”

“D'aww, your boyfriend's giving you vocab lessons! That's so sweet!”

“*What* did you say?” It was a little hard to read his expression under all the electricity, but Spidey had a feeling Electro wasn't too happy.

“Oh, come on, we've all seen the way you look at him, Maxie. Those wistful glances during Sinister Six luncheons. Those-”

“*You just cracked your last joke, freak! You can insult me all you want, but you do NOT bring HIM into it!*”

“Hey, dude, I understand! Prison changes people-”

“*SHUT UP!*” Aaaaand three... two... one... *Zap*. Right on cue, Spidey jumped out of the way, and Electro's blast instead hit Venom right in the chest-spider.

“*Argh! Watch it!*” Venom didn't take too kindly to this. He apparently figured Electro was doing more harm than good, so he fired some web-bullets to knock him out.

“Ah, don't worry, Maxie.” Spidey bounced over to pat the fallen Electro's shoulder. “Our society's really come to accept romance between a man and an octopus.”

“*Well, that was a fun distraction*.” Venom lunged at Spider-Man, but he once again dodged. “*But I'm done playing around. The clock's ticking*.”

Spidey tried to go for the third vial on his utility belt (Look, he fought a LOT of genetically-altered supervillains, okay?), but suddenly a black tendril wrapped around his ankle. “Gah!” Spidey was yanked off his feet.

“*You want to know something funny?*” Venom laughed, which, with his new alien voice, sounded extra creepy. “*I actually didn't want to kill you. Brock did, but not me. It was my little secret I kept*

from him."

Spider-Man had a really sharp retort ready, but the black slime over his mouth stifled it.

"*All I truly wanted was to break you. I wanted your loved ones gone. I wanted your powers gone. And when you were broken and alone and empty like Brock...*" Venom leaned in until their faces were almost touching. "*...then you would need me, and you would take me back.*" He ran his tongue over Spider-Man's face.

Ugh, now Peter was gonna have to bleach this mask. That always made it look pink...

"*But all of that's changed now.*" More and more slime wrapped itself around Spidey, dragging him towards Venom. "*My life's almost up, Peter. I can feel the poison growing inside me like a tumor. You've killed me... and here I thought that was against your rules.*" He shook his head. "*'Uncle Ben wouldn't approve, ' remember?*"

"E-Evil aliens... don't... count..." Spider-Man got out, strangled.

For a minute, Venom took this in silently. "*Well*," he finally said, "*if that's how it must be...*" The slime wrung Peter's neck. "*...then all three of us will die together!*"

Oh crud.... Oh poop... Oh humina humina humina, this was bad. Peter was seeing stars. He just... had to get the... slime off his neck... and then...

All of a sudden, the world came back into focus, and Spider-Man rolled up the bottom of his mask so he could suck in as much air as possible. The symbiote had just let him go. But why...?

Spider-Man's eyes fell on Venom, who was once again kneeled over, retching.

"Oh, the cleanser's killing you right in the nick of time." Spidey gave a grateful look to the heavens. "Wow, God doesn't hate me after all."

"*Blck!*" A cascade of goop spewed from Venom's mouth and onto the hallway floor.

"Eww..." Spidey took a step back, eyeing the freshly-hurled slime warily. "Did you just puke blood?"

"No, no..." Eddie, apparently, had woken back up – The voice now sounded like his own. And it was shaking... with delight. Venom ran his hands through the red slime, giggling to himself. "Don't you see? We were wrong. We weren't dying. We... We were having a baby."

Spider-Man brought his palm to his forehead. "Please tell me *I'm* not the father..."

Multiplication

Plink, plink, plink.

At Flash's approach, a flock of birds darted off towards the clouds. Somehow, after school, Flash had found himself wandering through the heart of Manhattan. He'd wound up at a small park where he and Kong had used to throw footballs. Y'know, back when that'd actually been possible. Flash scowled at the bandages *still* wrapped around his foot.

One more week. Just one more week, and then Flash could go back to playing football and getting scholarships and maybe joining the military if the whole football thing went south and doing all the other stuff that needed a *non*-broken leg. Flash's life wasn't ruined after all. He should've been happy.

Flash kicked an empty soda can towards a stray pigeon. “Ow! %#$#!” In hindsight, he probably should've kicked it with his other foot...

Stupid Sha Shan! Ugh, girls were impossible! What'd Flash done wrong? Why was she so ticked at him? Was it because he didn't wanna be in *A Telemarketer Dies* or whatever? That was so unfair! Flash had already done a whole play for her! He'd spent hours of his life memorizing all those stupid ancient fancy-pants words written by- by- by that guy who wrote all those plays! What, was Flash supposed to stay in drama club for the rest of his life?

It wasn't like this was the first time Flash had had girl problems. Liz had left him for *Puny Parker*, for God's sake! But Sha Shan was different. She wasn't just any girl. She was more than that. And was it really Flash's fault that he hadn't quite been able to put that into words when she'd asked?

Flash was shaken from his thoughts by his phone lighting up. He glanced at the screen:

OMG, OMG, spiderman and some supervillain barged into the break room, scared the CRAP outta me! #spideysighting #ravencroft

Oh yeah, Flash had this app that told him every time someone tweeted Spider-Man's location. Ravencroft? That asylum in Westchester? Cool, that was nearby! Maybe Flash could drop by and see the dude in action? That always cheered him up.

With that decided, Flash turned around and hobbled his way out the park. Spider-Man was the best. Flash bet *he* never had girl problems...

Okay, okay, Peter had to remain calm. No need to panic. There was just a newborn symbiote wriggling around the halls of Ravencroft, that was all. Just a little baby symbiote. No big deal. And Peter probably wasn't *really* the father because 1) *EWW*, and 2) the Venom symbiote clearly had some kinda crazy alien biology. It'd probably just reproduced asexually with no, err, human DNA harvesting required. Spidey breathed a sigh of relief. The Bugle didn't pay him enough for Venom's child support...

Wait. An evil alien that reproduced asexually? If someone didn't do something fast, the whole planet could be up to its ears in symbiotes! Oh man, it was the Matthew Broderick *Godzilla* all over again!

Spider-Man made a dive for the red symbiote, but Venom blocked his path, snarling. “Touch our baby, and we will make you *regret* it.” Looked like he'd gone into full “mama bear” mode.

“Aww, but I was just trying to give him my baby shower gift.” Spidey fumbled through his utility belt, but he was fresh out of gene cleanser. Great, the rest was still webbed up under his bedroom desk, and something told Spidey he didn't have time for a quick commute home.

Venom ignored the Web-Head, instead crouching to scoop up the red slime in his hands. “Shh... It's alright, little one. We've got you.” The ooze sifted around in his fingers, feeling out its surroundings. “Come on, let's find you a host.” Venom glanced at the unconscious Electro for a moment, but he seemed to decide against it. Good, the world wasn't ready for the rise of “Velectrom.”

Suddenly, the big old mouth on Venom's stomach opened up, lapped up the red slime with its oversized tongue, and then smoothed back over. It was like a kangaroo pouch, only... freakier. The next instant, Venom was darting down the hall.

“Hey, wait up!” Spider-Man gave chase, but he could only go so fast on foot, and there wasn't exactly room to web-swing in here. “I, uh, don't suppose it's too much to hope you happened to be pregnant *and* dying?”

“We feel better than ever, thanks for asking,” Venom called back as he turned the corner. “And good news – since we've still got a long life ahead of us after all, we can keep on dedicating it to ruining yours!”

“Y'know, the true meaning of Easter *is* forgiveness...” Spidey fired a web, but he wasn't great at hitting a moving target.

“Oh, don't worry, we'll be getting into the Easter spirit soon enough.”

Spider-Man rounded the corner, but Venom had already vanished. Dang it! Where could he have run off to? Spidey skimmed the hallway's doors. Venom had to have gone through one of these. Hmm... Knowing Venom, he'd want to give his newborn baby a host ASAP so they could gang up on Spidey. But not just any poor schmuck would do – It'd have to be someone with plenty of negative emotions for the red symbiote to feed off of.

But who...?

Cletus struggled against the webbing, but it wouldn't budge. This was so unfair! All Cletus had wanted was to chop a nurse into tiny bits! Was that too much to ask? If... If Cletus could just get to the spare shiv hidden up his sleeve, then maybe he could escape and catch that spider-person off guard. Cletus had never killed a superhero before. Now *there* was an exciting thought.

But before he could even get close to his shiv, Cletus found the webbing ripped off his mouth by a set of black claws. “W-Wha-?”

“Hey there, Cletus.” A big, dark figure descended from the ceiling, giving Cletus a toothy grin. “We told you it'd come back for us.”

“The- The alien?” Cletus's eyes widened with awe. “Brock's alien? You're here? I'm not just seeing things again?”

“For once, no.” The alien leaned in closer, inspecting him with its gooey, white eyes. “Say, Cletus, you were pretty enthusiastic about getting an alien of your own, weren't you? If you were hypothetically to receive this alien... would you help us kill Spider-Man?”

“Yes! Yes!” If Cletus's heart thumped any faster, it'd burst. “I'll kill! I'll kill *lots!*”

“That's what we like to hear.” The next thing Cletus knew, a second, larger mouth was forming on the alien's stomach... which promptly puked all over Cletus's face.

Cold. Cold, cold, but... a good kind of cold. The kind of cold than enveloped your entire body. Cletus was suffocating! He was- No... No, *it* was breathing for him.... His vision had gone red, and Cletus's head was throbbing, but somehow he didn't mind. He could feel it in his head. He... He wasn't alone anymore.

The answer had hit Spider-Man like a ton of bricks. Who had more negative emotions than a serial killer?

“Eddie, stop, you can't-” He was too late. By the time he reached the hall where he'd left Cletus, Venom was already standing before the remains of Spidey's web-cocoon. And something was emerging from it... Something big and red. “*Eddie.*” Spider-Man took a step backwards. “You didn't.”

“What?” smirked Venom, patting his son on the shoulder. “We thought Cletus could use a partner, and we found someone just *perfect* for him.”

“Thanks, eHarmony,” Spidey deadpanned.

Cletus took a shaky step forward. Hoo boy. With all the craziness going on in his life, sometimes it was hard for Peter to truly appreciate the fact that one of his rogues gallery was an *actual alien* from *outer space*. The big, lanky, red *thing* was... Well, it wasn't just a recolored Venom. It had the same face, the same white eyes, but other than that, it didn't really look like the black Spider-Man costume at all. In place of the white spider symbol, there were pitch black “veins” running through the thing's chest. Other features included razor sharp fingertips, little wriggling tentacles coming out its back, and a frankly absurd amount of teeth. Like, how many fangs did it really take to rip someone to shreds? Sheesh.

“We told you we'd be getting into the Easter spirit,” said Venom. “You be Jesus... We'll be the Romans.”

“*Cutting! Cutting! Cutting!*” Cletus lunged-

“Whoa nelly- *Gah!*” -and Spider-Man failed miserably at dodging. He found himself tackled and pinned against the floor. Man, for a newborn, the red symbiote was *fast.* Oh, and, naturally, it'd inherited its dad's spider-sense immunity. “Cletus, no! Cutting bad! Cutting very bad!”

“*Cutting! Cutting! Chop, chop, chop!*” It was all Spider-Man could do to grab onto Cletus's slime-covered arms and keep those razor-sharp fingertips away from his beautiful face.

“That's our boy,” Venom grinned, crawling towards them on all fours. “But let's keep him alive a bit longer, shall we? We don't want it over too soon.”

“Are you kidding?” laughed Cletus. “The killing's the best part. Watch this!” At his words, his fingers started to twist and stretch, and the longer they grew, the closer the distressingly sharp tips got to our hero's face. “Now hold still.”

“Whoops! Sorry!” But Spidey freed himself with a sudden swing of his leg, sending the alien-lunatic duo flying into the far wall. “I always get 'hold still' confused with 'kick me in the face.'”

“Are you okay?” Venom rushed to his baby's side, but Cletus managed to peel himself out of his crater all on his own.

“I'm getting a little impatient,” he hissed. Huh. No 'royal we?' Guess that was just Venom's shtick. “I say we chop him to bits and be done with it.”

Spidey felt it was a good time to dive for a nearby window.

“Uh-uh-uh, no escaping, spider.” But a set of red tentacles grabbed his ankles and yanked him back to the floor.

Spider-Man squirmed against the red slime, but he couldn't stop it from reeling him towards Cletus like the catch of the day. “Ow! Hey!” He tried to rip the slime off, but Cletus's tentacles felt different from Venom’s. Venom's slime was sticky, probably because it was used to copying Spider-Man's webs. Cletus’s, on the other hand, actually left Spidey with gashes on his hand where he tried to grab it. The red symbiote was... sharp?

“Alright, we've got him.” Suddenly, Venom placed himself between the monster and its victim. “Now let's make him watch as we pick off his loved ones!”

Cletus's white eyes shifted so he was giving Venom a dry stare. “Why bother? Once he's dead, he's dead.”

“See, now *there's* a pragmatism too much of my rogues gallery is missing.” Spidey seized the distraction to burst out of the slime. Note to self – Breaking out of the sharp red symbiote slime was possible, but also very, *very* painful. “Ow, ow, ow...” Spidey dived out a window, and this time the aliens were too off-guard to catch him.

As soon as he was in the air, Spider-Man shot a web to a nearby building and swung off, clutching his chest. When this was all said and done, his costume wasn't the only thing that'd need to be sewn up...

The aliens, of course, immediately swung after him on their own symbiote webs. Good, now Spider-Man just needed to lead them somewhere with no civilians around... Preferably somewhere noisy. Maybe back to that church with the bell-

“Ugh, this is boring!” Suddenly, Celtus dropped down onto the sidewalk, causing Spidey and Venom to halt their swinging. Spidey stuck to the side of a building to observe from afar, while Venom landed next to his kid.

“What are you doing?” Venom hissed. “You said you'd help kill Spider-Man!”

“He moves too fast!” Cletus let out a petulant groan. “Can't I kill someone else? How about... that guy over there?” He shot his head towards a random bystander, who'd been busy gaping at them. The instant Cletus made eye contact, the man ran for it, but a red tentacle shot after him.

Spidey was just about to leap into action... but Venom beat him to the punch.

“Stop it!” He grabbed the tendril until the pedestrian was out of harm's way. “We don't want to kill anyone else! Only Spider-Man and his loved ones!”

“Well, now you're just being close-minded.” Cletus shot a tendril off in the opposite direction from Spidey. “Look, I've got better things to be doing. Go kill the spider-guy on your own.”

“*Get back here! We're your parent and you will listen to us!*”

But Cletus had already swung off.

“Aww, they grow up so fast.” Spider-Man hopped down next to Venom.

“What... What have I done?” For the slightest of moments, the alien quality in Venom's voice was gone – It was just Eddie talking.

“Oh, so *now* you realize hurting innocent people is bad.” Under his mask, Peter scowled. “You seemed fine with dangling Gwen off a balloon.”

Venom stayed silent, hiding his face. When he didn't reply, Spider-Man turned away and web-swung after Cletus.

Spidey didn't have time to deal with Venom right now. As much of a jerk as he was, he at least never attacked random civilians. Cletus, on the other hand... A serial killer backed by symbiote-power? The thought made Spider-Man shudder.

Luckily, by the time Spidey found Cletus, he was surrounded by a squad of New York's finest. The officers were decked out in full-on riot gear, tranquilizer guns at the ready. Oh, good, Gwen had remembered to tell her dad to bring plenty of tranq gas. Spider-Man perched himself on a rooftop a safe distance away and watched the gas do its thing. Now they just had to wait for the spawn of Venom's loins to pass out, and the NYPD could haul his unconscious keister to the Vault where he couldn't hurt anyone. Beautiful.

Soon enough, Cletus was enveloped by a noxious green cloud. Unfortunately, after a minute, there was a distressingly low amount of “dropping unconscious” and a distressingly high amount of “laughing maniacally” going on.

“I hope you weren't expecting me to go down *that* easy.” Through the fumes, Spider-Man could make out the symbiote's face – or lack thereof. His regular mouth had been smoothed over with red, and now instead he was talking out of a big mouth on his stomach. Great, of all the tricks he could've learned from his dad...

Wait a tick. If the NYPD's knockout gas was useless, then those officers were defenseless! No sooner had the thought struck Spider-Man than a swarm of red tendrils shot towards the police.

“Oh, that *can't* be good.” He swung towards them as fast as he could, but by the time Spider-Man reached ground level, Cletus was already hurling officers around like rag dolls.

“You can't stop me.” As the last of the gas cleared, Cletus's tummy-mouth vanished and his regular one returned. “I'm not a person. I'm just an aspect of the rule that governs everything – chaos. I'm going to show you just how worthless your lives really are. I'm going to make a trail of corpses from here to the Pacific.” He pulled himself to his full stature. “*I'm Carnage!*”

“Blah blah blood blah blah murder!” The next instant, Spider-Man gave Carnage a nice, strong punch to the kisser – even knocking lose a couple teeth. “Look, I'm sure people found you very edgy back in the nineties, but-”

“*You again?*” Carnage went skidding, but he quickly regained his stance. “You're not going to quit trying to stop me, are you?”

“Yeah, crazy, right? Who do I think I am, a superhero?”

Carnage shot another halfhearted tendril at him, but Spider-Man effortlessly dodged. “You jump around too much. Killing you's not worth the trouble.” Suddenly, Carnage spun around and fired a particularly sharp-looking tendril at a random officer.

“*No!*” Spider-Man tried to tackle the tentacle out of the way, but he was too slow. The sharp bit was coming right for the poor officer's face at lighting speed... but then it was blocked by a giant,

pitch black figure.

“That's enough!” yelled Venom. “We want *Spider-Man.* These people have nothing to do with him.”

“Oh, come on!” Carnage threw his hands in the air. “You won't even let me kill police officers? You're the worst dad ever!”

Under the mask, Peter blinked. Was... Was Venom actually saving innocent people? Well, Peter was pretty sure the symbiote itself didn't have a conscience, so... that meant Eddie wasn't *completely* far gone after all. He was a total nutjob, but at least he didn't want to hurt innocents. It was like Venom was some sort of... lethal protector. No, wait, that sounded stupid.

“If you won't kill Spider-Man, then we'll wrench our child from your corpse and give it to someone who will!” Venom pounced, and suddenly he and Carnage were rolling around in a great big cartoon smoke ball full of claws and teeth and slime and tentacles. Oh man, an alien vs. alien showdown. If those two kept at it, they'd tear up all of Westchester.

Wait. Westchester? Oh, duh, the X-Mansion was, like, two blocks from Ravencroft! While the aliens were distracted, Spider-Man whipped out his phone from his utility belt. Thank God he had Iceman on speed dial.

As the phone rang, Spidey glanced around the battlefield. Venom and Carnage had made themselves a nice little crater in the middle of the street, and most of the random pedestrians had run out of harm's way by now, making this the perfect place for a large-scale superhero team-up.

“Hi, Kitty speaking.” A girl's voice answered.

“Uh, is this Bobby's number?” asked Spider-Man, sidestepping a stray tentacle.

“Yeah, he left his phone in my room,” said the voice. “The guy's kind of an idiot. I was gonna give it back to him, but then I got, like, so distracted by this stupid Tumblr post that-”

“*Look, this is important.*” As he spoke, Spidey backflipped onto a nearby wall to avoid the wrestling aliens. “Can you go get Bobby, like, *right now?*”

“Wait, who is this?”

Spider-Man sighed. “It's... It's Spider-Man.” Saying it into the phone like that felt weird...

“*Ohmigod for real?*” The high-pitched squeal that hit his ears nearly made Spidey drop his cell. “I am, like, your biggest fan! I'm writing a fanfic about you!”

“A fanfic? Really? Aren't there better things to do with your time than-?” Spidey caught himself. “Never mind. Listen, I need you to tell Bobby to-”

Smash. A red tendril went through one side of the phone and out the other. “Agh! Hey-!” The phone played an ear-bleedingly distorted rendition of Peter's *Itsy-Bitsy Spider* ringtone for a couple seconds before being enveloped in the cold embrace of death.

“No calls during battle.” Carnage smirked up at him. “Millennials...”

“Not cool!” Spidey yelled back down, shaking his fist. “Phones are expensive! I'm not one of those fancy rich superheroes!”

“Why don't you just betray your friends by selling their pictures to the Bugle for a quick buck?”

said Venom. “That usually works for you.”

“Oh, *no*, you don't get to be all self-righteous, Eddie!” Spider-Man snapped. “You put a super-powered alien on a crazed serial killer *who's currently going on a murder spree with it!*”

At this, Venom's face hardened. “Fine,” he said, “since you're such a selfless hero, you'll have no problem fighting Carnage on your own.” He swung off without another word. So much for “lethal protector.”

“Finally, he leaves.” Without a big, musclebound alien dad to distract him, Carnage turned his full attention on Spider-Man. “Now it's just you and me.”

“Oh, so you're gonna fight me after all?” Spider-Man pounced, fist raised...

“Nope!” *Thwip.*

...and was promptly webbed to the side of the building by red slime. Had Spidey mentioned how bad he was at dodging without his spider-sense?

“There we go.” Carnage looked tempted to cut Spidey's throat then and there, but he apparently thought better of it. “Maybe killing a superhero's not so much fun after all... Probably got indestructible skin or somethin'... Now then, time to go paint the town red.” With that, he swung off, too.

“Hey! Get back here!” Spider-Man struggled against the slime, but it was no good. By the time he broke free – which, by the way, stung like crazy thanks to Carnage's “sharp webbing” – Carnage was already out of sight. *No.*

Spider-Man swung after Carnage as fast as his webs would allow. He'd never lost a civilian to a supervillain, and he sure as heck wasn't about to start now.

The instant he exited the taxi, Flash knew something was wrong. Sure, Spider-Man had large-scale supervillain battles all the time, but they never involved entire streets of people fleeing in terror like this. What, was Spider-Man fighting that giant sand guy again? Maybe Flash was out of his depth here... He started to turn back around, but by then the cab had already driven off. Great. Leave the guy with the broken foot to hobble himself all the way back to Queens, why don't ya?

This presented the next problem. Most people were running down the street like a marathon had suddenly broken out, and usually Flash would've been at the head of the crowd... but he wasn't exactly in peak sprinting condition here.

Plink, plink, plink.

Come on, come on, couldn't his stupid leg go any faster?

Plink, plink, plink.

He'd almost rounded the corner. Just a bit farther...

Plink, plink-

Thwip.

Something red and slimy wrapped itself around his ankle.

“What the-? Agh!” The next thing he knew, Flash was strung upside-down.

“Aww, is your wittle weg bwoken?”

The... The *thing* grinning at Flash... It looked like that monster that'd attacked the school, only red and skinny. Back then, Flash had actually helped Spider-Man fight it. Something told him that wouldn't be the case this time.

“Here, let old Dr. Carnage have a look...” The monster made a show of inspecting Flash's bandages.

Flash's pulse pounded in his ears. The blood was rushing to his head. He had to stay calm. Had to-

That's when Flash caught sight of something off in the distance. It was Spider-Man, and he was coming in fast. Flash's pulse slowed the slightest amount. Good, good, if Spider-Man was here, things couldn't really be that bad.

Flash just wished Spider-Man coulda gotten here a few seconds sooner, that was all.

“Oh dear, dear, dear,” the monster shook its head, grave. It raised a red arm into the air, and the next thing Flash knew, its hand was *morphing*... “This is bad.” ...into an ax.

“I'm afraid we'll have to amputate.”

Division

Working for hours on end is always monotonous, even in the emergency room. There's only so many dramatic injuries doctors can rush off to treat before it all starts to blend together. But *nobody*, not a single doctor, nurse, or toddler throwing up Kool-Aid would *ever* forget the time a kid in a tattered and bloodied Spider-Man costume burst through the entrance doors, carrying half a person in his arms. It was some poor blond boy, his face contorted in a valiant effort not to scream, and everything below his knees was wrapped in gray goo that grew redder by the second.

“This- This guy needs help,” the kid in the Spider-Man costume stammered out. He just stood there, dazed, until a nurse rushed over to take the boy from him.

“What *is* that?” she asked, eyeing the web-covered stumps.

“I had to- to stop the bleeding-”

“Do you have his personal information?” the nurse cut in, businesslike.

“No, I- Wait, yeah. He's Flash Thompson.” As soon as his hands were free, the kid dashed for the doors. “Look, I gotta go. There's a monster... alien... thing.” Just before leaving, he glanced back and added, “You, uh, might be pretty busy today.”

And then, as suddenly as he'd appeared, the kid in the Spider-Man costume was gone.

For a second, the whole ER stared at the doors in silence.

“*Spider-Man knows my name?*”

The instant he was outside the hospital, Peter rolled up his mask and puked his guts out into the bushes. He tried his best to tune out all the passerby staring at a sobbing, hysterical Spider-Man.

Look, this wasn't Peter's first time dropping someone off at the ER. This was Manhattan. There were traffic accidents, shootouts... Things had gotten grisly before. But this... this was different. It was... *intentional*. Spider-Man had battled truckloads of supervillains since last summer, but this was the first time one had- Y'know what? No, Carnage wasn't even a supervillain. Supervillains traded banter and took hostages and swore revenge and plotted to take over the world. They didn't just butcher random people willy-nilly. Heck, even Walter Hardy had only been trying to steal a car. He hadn't killed for *fun*.

Peter glanced down at himself – specifically at the big, wide gashes across his chest. The price he'd payed to stop Flash from getting hacked to pieces. He hurriedly webbed himself up before he could lose any more blood.

Peter forced some deep breaths. He had to do this. This was what he'd signed up for when he'd decided to put on the costume and swing around stopping purse snatchers. There'd be no running back to his bedroom to hide. No waiting for the X-Men or Avengers or Fantastic Four to show up and save the day. No time for gene cleansers or church bells or any other tricks. He had to do this. He could've returned the black costume to Connors right away, and then none of this would've happened. Peter's fault. Peter's responsibility.

Thwip. A web-strand stuck itself to a far-off skyscraper. Spider-Man had saved Flash, but he'd done it by running away, meaning Carnage had been left unchecked. Time to put a stop to that.

Spider-Man swung through the streets as fast as his webs would carry him. Carnage wouldn't be that hard to track. Spidey just had to look for the telltale signs of his presence: earsplitting shrieks, crowds of pedestrians running like mad-

"Oh *Jesus*."

-and the words "CARNAGE RULES" painted on the side of a building in blood, complete with red arrows pointing out directions beneath the words "THIS WAY, SPIDER-MAN." There was even a little blood-doodle of Carnage slicing off Spidey's head. Lovely.

The arrows led Spider-Man around the side of a building. When he reached the words "YOU'RE HERE" on the pavement, Spidey's heart stopped. Okay, good news and bad news. The good news was, as far as Spider-Man could see, there were no bodies lying in the middle of the street. The bad news was that what *was* in the middle of the street was a massive, intricate red spider web. And a huge web in the middle of one of New York's busier roads was a recipe for hordes of cars all trapped like flies, their passengers struggling to escape as red tendrils wrapped around their doors. Some of the cars had even been lifted into the air, several feet off the ground.

"Oh, there you are!" Carnage called down from his perch at the top. "Good to see you followed my instructions without any trouble."

Spider-Man ignored him, wordlessly hopping to the nearest SUV in the web and setting to work freeing the terrified driver.

"I've been thinking-" As he spoke, Carnage sent out a red tendril to smack Spidey away. "-with you superhero types always up in my business, I don't really have time to savor each and every death the way I'd like. I was a little miffed at first, but then I realized... go big or go home!" He showed off his impressive collection of teeth. "So instead of picking people off one by one until someone stops me, I'm just gonna harvest as many as I can and then squeeze the life outta 'em all at once! It's like an arcade game. Sure, you're gonna game over eventually, but you've gotta aim for the high score, y'know?"

With a bit of struggling, Spider-Man managed to free a man and a woman from their van, fighting off Carnage's tentacles long enough for them to flee.

"Aww, what's wrong, spider?" Carnage hopped over to Spider-Man's side. "Aren't you gonna crack some jokes?"

Spider-Man stayed silent, only scowling at Carnage for a moment before jumping to the next van.

"Fine, I guess I'll tell the jokes." With a sudden lurch, Carnage's arm stretched like a snake, smashed through the window, and yanked something out of the van. "Why'd the baby cross the road?" Carnage proudly held up an infant car seat... complete with bawling infant.

"*You touch a single hair on that kid's head and I swear to God I'll-!*" Spider-Man pounced, but Carnage sidestepped him.

"What?" said Carnage, idly morphing his free hand back into an ax. "Don't you wanna hear the punchline?" Spider-Man fired both his shooters, but Carnage's tendrils whipped the webs away.

By this point, the baby was shrieking so hard, his face was bright red. "*Momma! Momma!*" But back inside the trapped car, his mother could do nothing but watch helplessly, her eyes wide with horror.

Carnage raised his ax-blade into the air. His voice was barely audible over the child's screams: "To prove it had guts!" The blade fell-

Thwip.

-and collided with empty air. At the last second, the baby's car seat had been snatched away by a black tendril.

“What the-?” Carnage spun his head around to find Venom standing outside the web, the van in one hand, the baby in the other.

“Here.” Gently, Venom returned the van to solid ground and handed the baby to its hysterical mother. As soon as her child was safely inside, the mother sped off. With it gone, Venom hopped back onto the web next to Spidey.

“Eddie-” Spider-Man began.

“Talk about disappointing!” Carnage let loose a cackle. “Here I'd thought you were like me, 'Dad,' but it turns out you're just a big softie. You're no different from the boyscout over here!” He took a swipe at Spider-Man, who tumbled out of the way.

“Peter, listen!” said Venom, his milky eyes narrowing. “Our child is stronger than us – We were born in space, but Carnage gestated in Earth's hospitable atmosphere. If we're going to stop it, we need to exploit our species' weakness.”

“What, vibrations?” frowned Spidey, ducking a slimy red ax blade. “Could we lure him back to the church bell?”

“You know I can hear you, right?” said Carnage.

“No, not vibrations.” Venom fired a black tendril, but Carnage darted further down the web out of earshot. “Our kind has another weakness, one that's a bit easier to produce: fire. Carnage is a newborn – He couldn't have known about it, or else he wouldn't have trapped himself in a big, flammable web.”

“So we light this thing up, and the symbiote jumps off him?” said Spider-Man. “Sounds like a plan. Just as soon as we get everyone in the cars to safety first.”

Venom snorted. “You really *are* a boyscout.” With that, he started after Carnage's trail. “We'll hold off our child. Save as many people as you can, then look for a flame source.”

“Will do.”

That wouldn't be too hard. In fact, after only a couple minutes of saving people, Spider-Man stumbled across just what he was looking for: a cab that reeked of smoke.

“Hold still, pal.” With a quick tug of his webs, Spidey got the driver out of his seat. As he dropped him off away from the web, Spider-Man said, “Hey, weird question, but can I borrow a lighter?”

“Yeah, o' course.” The cab driver retrieved a little metal doohickey from his pocket. Then, he looked from Spider-Man back to the center of the symbiote-web, where the red and black aliens were busy duking it out. “Y'know what? Here.” He handed over a whole pack of cigarettes. “You need them more than me.”

“Trust me, there aren't enough drugs in the world for what I go through.” Spidey handed them back. He already got way too much smoke just from hanging around Jameson...

Spider-Man returned to the center of the web to find Venom in a headlock.

“Lucky me!” said Carnage, raising his ax-hand high. “Never thought I'd get to commit patricide *again!*”

“Eddie, everyone's off the web!” Spider-Man held the lighter up for Venom to see.

“Finally.” With a sudden swipe of his arm, Venom ripped open an empty car and yanked out the tank, sending gasoline spewing every which way.

“Hey, Cletus, you like arson, right?” Spidey flicked on the lighter and tossed it in. He was kind of expecting a massive, movie-worthy fireball, but Spidey would have to settle for a nice, slow burn.

“The- The fire!” As the flames grew higher, Carnage's eyes grew wider. “It feels... *unpleasant.*” Suddenly, a shriek emanated not just from its mouth, but from the symbiote's entire being. It couldn't jump off Cletus fast enough. “*No! No, wait, come back!*” Cletus fought as hard as he could, clawing at the red slime, but it was seeping away like a liquid. “*Come back! It's just a little fire! We can still- We can still-*”

His head spun towards Venom. By now there were bits of red hair and pale skin peeking out of Carnage's face. “We can still kill *you*.”

Eddie's symbiote didn't seem too thrilled by the heat, either, but before he could swing away, a red tendril grabbed Venom's ankle.

“Where do you think you're going, 'Dad?'” With a tug, Cletus sent the whole mess of psychopaths and aliens spiraling down to the pavement below.

“Hold on, Eddie, I got you!” *Thwip*. With a dive, a web, and a prayer, Spidey managed to catch... Cletus. What a relief.

“*Give it back! I need it! I need my alien!*” Apparently, bonding with an evil alien hadn't done wonders for Cletus's sanity. Spidey had to web him up just to stop him from thrashing around like a landlocked fish.

“That oughta hold you.” Once Cletus was securely webbed up on a rooftop, Spider-Man jumped back down for Eddie. By now, the whole symbiote web was a flaming mass in the middle of the street. Luckily, Spidey had made sure all the cars were evacuated, and he could already hear the fire trucks in the distance. Unluckily, Venom had landed smack in the middle of the flames, and now Eddie was flailing around, screaming his lungs out as the black slime wriggled and thrashed.

Spider-Man hesitated outside the fire. What should he do? What *could* he do?

Before he could make up his mind, Spidey felt something brush his foot. “Oh, you.” He glanced down to see a red puddle wriggling away as fast as it could. “No you don't!” A hastily-spun web-cocoon would keep the Carnage symbiote nice and snug until Spidey could figure out what to do with it.

“*Peter!*” Spider-Man flinched at the sound of his name. Eddie had apparently toppled over, his legs trapped in the shapeless black slime. The ooze darted away from the flames long enough for Spidey to see Eddie's terrified face.

Wait... Of course! Spider-Man's heart skipped a beat. If symbiotes were just as weak to fire as they were to vibrations, then being trapped in flaming rubble was like Eddie's own church bell! The problem was, whereas Cletus's newborn symbiote had dived right off him, Eddie's was stuck a bit tighter.

“Eddie, listen to me!” Spider-Man risked running through the flames so he could tug on the black

slime. Usually, the symbiote stayed glued to its host, but with the fire mere feet away, it was stretching like taffy. “You've gotta get this thing off you!”

“*P-Pete...*” Eddie's eyes didn't look quite as lucid as Spidey would've hoped.

“The symbiote screws with your head. I went through the same thing, and *I* got it off. You have to fight it!” It was no good. The harder Spider-Man pulled, the harder the symbiote squeezed. Even with the flames nearby, it was clamping down on Eddie like a boa constrictor.

Spidey was sweating a fountain over here. After a minute, he was forced to let go. The moment it was freed, the symbiote engulfed Eddie's whole body, solidifying into a big, black cocoon.

“*Eddie, can you hear me?*” Spider-Man punched it as hard as he could, but all that accomplished was bruising his knuckles. “*Eddie! Eddie? Ed...*”

That voice... sounded like it was underwater...

“*Eddie? Eddie, can you hear me?*”

Eddie felt like he was underwater, too. He was weightless... in a black void... Mind was a haze. Nothing but flashes of Spider-Man and Venom and a red monster-

A red monster? Carnage's bloodstrained grin burned behind Eddie's eyes. The monster. It... It'd slaughtered people. Ripped them apart like they were made of paper. And Eddie had... had *made* the monster.

A black creature flashed through his mind. Eddie *was* the monster. No, no, that couldn't be right. Eddie was innocent. Peter was the monster. Peter was... was...

A boy shrieking as he clutched his legs. An infant wailing as the red monster hoisted it into the air. “Why'd the baby cross the road?”

Suddenly, Venom was standing on a rooftop, overlooking a massive spider web. It felt so vivid, so *real*, except that the whole world was grayscale. Down below, Spider-Man and Carnage stood across from each other, and in Carnage's claws was a terrified child, hardly bigger than a football.

Venom tried to turn his back, but... he couldn't tear his eyes away.

“*Momma!*” The baby struggled to escape Carnage's grasp, but it was helpless. “*Momma!*”

“I want my mom.”

The next thing he knew, Eddie was a little boy sitting above the covers, and in his arms was an even littler boy. His face was buried so deep in Eddie's shoulder, it hurt.

“I know, Pete,” Eddie said softly. “I know.” Behind his big, round glasses, Peter's eyes moved towards a muted TV on the far side of the room. Onscreen, a news banner proclaimed, *Flight 264 down over the Atlantic*. “I want mine, too. Do... Do you get it, Pete? Do you get what's happened to us? We're the same now.” Eddie squeezed his hand. “We're brothers.”

Peter nodded.

And in the blink of an eye, the whole black-and-white world changed again, and now Eddie was a little boy sitting at a kitchen table, a plate of uneaten cookies before him. In the seats across from him, a white-haired couple was speaking in hushes voices over a stack of papers.

“You know we want you to be happy, Eddie. Really, we do. It's just...” The woman faltered.

“We have to do what's best for you,” the man said firmly. “Believe me, kiddo, the last thing we want is to separate you and Peter, but a growing boy needs food, clothes... stability. You shouldn't have to wonder if you'll have electricity each month.” He gave Eddie a sad smile. “You deserve so much more than we can give you.”

“You... You really think this is best for me, Mr. Parker?”

The man nodded. “I really do.”

In a flash, the world changed again, and the smiling old man was replaced with a bald, snarling one. Now Eddie was a teenager with messy blond hair and a black jacket, standing defiantly in the middle of the hallway.

“You stole someone's car, took it for a joyride, and then *wrecked it?*”

“Didn't steal it,” Eddie mumbled, glancing away. “The guy let me borrow it.”

The bald man snorted. “Jesus Christ, no wonder no one ever wants to adopt you.”

And in another blink of an eye, the foster home was replaced with the front doors of Midtown High. Now Eddie was taller, less scraggly, with Gwen and Peter hovering at his sides.

“Empire State, huh?” said Gwen.

“Crazy, right?” Eddie nodded. “I'll introduce you to the Connors someday. They're good people.” He smiled, but his eyes stayed somber. “Wish you guys could be there.”

“Hey, we've only got one more year, bro.” Peter laughed, fidgeting with his glasses. “It's not like it'll be the end of life as we know it.”

The memory changed even faster this time, like lightning. “*Shut it.*” Eddie was tumbling to the ground, and looming over him was the timid little boy – only his glasses had been traded for a black t-shirt, and suddenly he didn't look so timid anymore. “We're tired of your whining.”

By the time Eddie was back on his feet, the black and white world had changed once again. Now there was nothing but a void... and a black creature standing at the head of it, a white spider symbol on its chest.

“*I can't believe you bought it all those years.*” Venom stepped forward, outstretching a black hand. “*You were never brothers. You were never the same. He had his precious aunt and uncle. What did you have, Eddie Brock?*”

“I...” Eddie took a step back. “I...”

“You've got more than you think, kiddo,” said a voice.

The dream changed again. Now Eddie was a little boy sitting on the porch outside Peter's house, and seated beside him was a white-haired man.

“Yeah?” Eddie let out a huff. “Like what?”

For a moment, the man was silent. “Y'know,” he finally said, “May and I have been married for, oh, goin' on forty years, and we've *always* wanted kids.” He shut his eyes. “And look what we have now.” His eyes pointed to the window. Inside, Eddie could see Peter's aunt handing him

another tray of cookies. “A little squirt who needs us.”

“Yeah.” Eddie folded his arms. “But I guess a *second* little squirt's too much for you...”

Ben sighed. “My point is, there are plenty of people out there ready to love a kid in need.”

“Yeah, sure.” Eddie glanced away. “A *little* kid. No one wants someone as old as me.”

At this, Ben frowned. “Y'know, Eddie, sometimes you've just gotta deal with the hand you've been dealt.” He met Eddie's eyes. “It's not easy, and not fair, but it's the way it is. At the end of the day, no one's responsible for your life but you.”

The memories changed one last time. Eddie was Venom once again, watching Carnage lob an ax at a helpless child.

“*To prove it had guts!*”

Thwip. At the last second, the ax was knocked away by a black tendril. Carnage and the baby vanished in a cloud of smoke, replaced by the hulking form of Venom. Looking at it from the outside... those fangs, those claws... How could he have not realized before?

“You did this!” Eddie pointed an accusing finger. “You created Carnage! You didn't care how many innocent people he killed so long as he hurt Peter! You- You tried to kill *Gwen!*”

“*Eddie, Eddie, listen to what you're saying. The only monster here is Peter. You know that. I'm your family. I'm your brother.*”

“No!” Eddie swung a fist, sending Venom tumbling backwards. “I'm sick of using Peter as a scapegoat! What happens once we get revenge on him, huh? Is that gonna make us any less miserable?”

“*Well, we WERE going to get filthy rich working for Tombstone, so there's that...*”

“Working for a criminal?” Eddie raised his fist for another blow. “You're not even trying to hide it anymore. *You're* the monster. Peter was-” His breath caught in his throat. “Peter was your first host. He didn't start acting like trash until... until *you* bonded to him.”

Peter's words echoed around the memory-world:

“We're tired of your whining.”

“*We're* tired of your whining.”

“***We're*** tired of your whining.”

“And he was wearing a black shirt that day.” Eddie's eyes narrowed. “Where have I seen *that* before?”

“*In my defense-*” Venom prowled towards him on all fours. “*-you were being REALLY whiny. How was I supposed to know I'd bond to you later? See, Peter was stupid enough to reject my gift, but you, Eddie... I'd always thought you were smarter than that.*”

“Get off me.” Eddie tried to flail his arms, and suddenly he could feel the slime around himself. The claustrophobia hit him like a tidal wave. “*Get off me!*”

Not a good idea. Now the dream-Venom was gone, nothing but a voice in Eddie's head. *See, with*

those powers of his, Peter had more than enough strength to break our bond and survive unscathed. But you, Eddie Brock... You are nothing but a weak, ordinary little boy.

"*Get off me!*" Eddie could swear he was shrieking at the top of his lungs, but no sound came out. "*Get off me!*"

So, well... The symbiote chuckled to itself. *Let's just say you can't live with me... you can't live without me.*

For a moment, the world was nothing but blackness.

"Eddie! *Eddie!*" And then something bright red and blue broke its way through.

"P... Pete..." Eddie was only dimly aware of his surroundings, but he could feel himself being wrenched from the cocoon.

"I got you, Eddie, I got you..." His vision was all fuzzy, but Eddie could definitely feel Peter's arms around him. "C'mon, let's get you to a hospital."

"Pete, I..." His mouth barely worked, but Eddie forced the sounds out. "I'm..." The effort was too much. "...sorry..." The world was growing black again. "...b..."

Peter honestly didn't know if this was better or worse. Eddie had traded his alien symbiote for a hospital bed and tubes in his nose. All Peter could do now was sit at the bedside and listen to the beeping of the heart rate monitor as his hand clamped harder and harder over Gwen's.

"I'm sorry."

Peter's head turned towards a redheaded girl at the opposite end of the room.

"I tried everything I could." Jean shut her eyes. "I promise, if I knew how to wake people from comas, I'd be visiting hospitals every day instead of running around in spandex."

"It's okay," Gwen said faintly. "You did your best."

Peter nodded wordlessly. For a moment, the hospital room was silent, save for the soft beeping of machinery.

"Well," spoke up a blond boy at Jean's side, "at least now he can't blurt out your secret identity anymore."

"*Bobby.*" Jean scowled at him.

"What? It's true!"

"Yeah... Guess that's something." Peter's voice had never sounded so dull and lifeless. His eyes stayed fixed on Eddie even once Gwen put an arm around him.

"You okay?" she murmured in his ear.

"Yeah, yeah. I was just thinking..." Peter turned to meet her gaze. "You were right, you know. Sure, it could've gone better, but… I don't think our Ravencroft trip was a waste of time after all."

Gwen took this in silently. "You think Eddie will be okay when… if… he wakes up?"

Peter's eyes hadn't left hers. Nor would they in the near future. "I hope so."

They two of them stayed that way a moment. There was something almost picturesque about it.

“Want to go see Flash?” Gwen asked. “I think they said he's awake now.”

Peter shook his head. “His family's with him. Don't wanna barge in.”

“If you're sure...” Gwen frowned, but she didn't press the issue.

“Uh, guys?” spoke up Bobby. “Not trying to be disrespectful or anything, but if your friend here's not about to wake up... don't we have a more pressing issue to deal with?” He reached into his pocket to retrieve a pair of icy orbs slightly bigger than baseballs. One held an immobile black blob, while the other held an immobile red one.

“Oh yeah.” This seemed to snap Peter out of his funk. He rose to his feet. “You can't kill those things by freezing them. I've tried.”

“Well, my powers can't keep 'em frozen forever.” As he spoke, Bobby put the orbs on Peter's palms.

“So what are we gonna do?” asked Gwen. “Drop them in a volcano?”

Jean shook her head. “Whatever these things are, they're sentient. I can feel them dreaming right this second.”

“Yeah, yeah.” Peter let out a sigh. “I guess trying to kill the symbiote in the first place was wrong, but... I mean, come on, it's a *space alien.* I guess I just...” He bowed his head. “...freaked out.”

“But then what do we do with them?” Gwen leaned in to examine one of the orbs. “We can't just let them keep body-snatching people.”

“The X-Men have dealt with aliens before,” said Jean. “We know some people you can go to.”

“Really?” frowned Peter. “Who, some kinda scientists?”

Jean traded glances with Bobby. “Something like that...”

A specially designed toilet. Reed had built a specially designed toilet just so Ben wouldn't turn it into a mangled, sewage-spewing mess the instant he sat down. You could flush a beach ball down this monstrosity. Ben sighed as he wadded up some newspaper in his rocky fingers. Apparently, specially designed toilet paper was still on the to-do list.

“*Mr. Grimm.*” Out of nowhere, the building's AI came on over the speakers. “*One or more foreign entities have been detected on the upper exterior level. Should defensive measures be deployed?*”

“Oh, fer the love o' Petunia...” Ben brought a stony palm to his equally-stony forehead. “Don't start ’letrocutin' people 'til I see what the commotion's about.”

Ben finished his business and trudged out the restroom (Don't worry, he washed his hands). It didn't take him long to find the source of the problem – Presumably, H.E.R.B.I.E. had been referring to the red and blue clown hanging off one of the Baxter Building's larger windows.

“Uh, hi there, Mr. Thing.” The kid sheepishly held some sort of gray web-sack towards the glass. “I, err, I brought you guys some alien symbiotes.”

“Ugh...” Ben shut his eyes. “It's too early in the mornin' for weird crap.”

Working for hours on end is always monotonous, even in a mental hospital. Yes, the battle between Spider-Man and those supervillains had shaken things up a bit, but by now Ravencroft had returned to its usual tedium.

“*No, please, give it back! I need it! It chose me! The- The black thing chose me!*” Right now, for instance, a pair of nurses were leading yet another straightjacket-wearing loon into her padded room. The woman was, naturally, fighting them every step of the way.

“Where'd this one come from?” a nurse asked as he narrowly avoided being elbowed in the face.

“No idea,” said his co-worker. “She came to visit that Eddie Brock guy right before the supervillains attacked. Must've triggered some sort of episode.”

The nurses had almost gotten their patient down the hallway when they bumped right smack into *another* straightjacket-wearing loon being led into his room.

For only a moment, the redheaded patient locked eyes with the raven-haired patient, and just like that, she clammed up.

“Well, hello, beautiful.” The redhead wet his lips.

“That's enough. Move along.” With that, the nurses hurried the raven-haired girl down the hallway.

The woman didn't make another noise until she was inside a room, being helped into a hospital bed. “I... I understand now,” she finally spoke. “It chose me. The black thing. It brought me here... to meet *him*.”

“Try and calm down, Miss...” The nurse glanced at his clipboard. “...Barrison. Take some deep breaths. We'd like you to tell us how you're feeling.”

“No.” The nurse tried to rest her head on a pillow, but the woman squirmed out of his grasp. “*No, you don't understand. It chose me! It chose me!*”

A beat-up old teddy bear sat on the shelf across from the bed, giving an almost inquisitive stare to the redheaded man wriggling around in a straightjacket under the covers.

“Hello, Binky.” With a bit of effort, Cletus managed to sit up to meet the bear's button eyes. “Today was the best day of my life.”

Cletus giggled to himself, but his voice was barely audible over the sound of the raven-haired woman from down the hallway shrieking her lungs out.

End of Lesson 3

Trauma Therapy

Chapter Notes

See the end of the chapter for notes

Lesson 4: Therapeutics 101

"In Hollywood, if you don't have a shrink, people think you're crazy."

– Johnny Carson

"So let me get this straight." Spider-Man's palm was currently buried deep in his temple. "You're saying it *wasn't* all some publicity stunt? There really *is* a giant, purple man who wants to eat the planet?"

"Not at the moment." Mister Fantastic gave Spidey a reassuring pat on the shoulder from the far end of the room. "Don't worry, if he comes back around, his herald will warn us, and we'll have plenty of time to get the Ultimate Nullifier out of storage."

"Oh. Well... good." *Smile and nod, Peter. Just smile and nod at the craziness.* "And the Skrulls?"

"They're leaving Earth alone for the time being," said Mister Fantastic. "Trust me, Spider-Man, skeptical as the general public may be, the governments of the world are well aware of extraterrestrial life. We've shown them overwhelming evidence."

"The public is kind of in denial, really," added a blonde woman at his side. "I can't say I blame them. It's a bit much to take in."

"What's next? Is the crazy hammer guy right about Norse m-? Y'know what?" Spidey held up a hand. "Don't answer that. I don't even want to know."

Normally, Spider-Man would hold Dr. Richards's claims in about as much esteem as Dr. Oz's, but there were a few things helping the dude's case here. One, Spider-Man had already seen no small amount of weirdness in his life. If an African-slash-Russian hunter dude could teleport away with jungle drum magic, maybe it was just time for Spidey to accept that the whole universe was bananas.* Two, Mister Fantastic's lab made the ESU lab look like a grade school science fair, and he'd made more scientific breakthroughs in it than the second, third, and fourth smartest people in the world combined. And three, the X-Men had vouched for them – said something about the Four helping them out against the Shi'ar (whatever that was).

**Kraven's lovely lady friend Calypso used her mystical powers to rescue him from Spidey's web, marking the Wall-Crawler's first encounter with real magic. See Spectacular Spider-Man ep 15, Destructive Testing, for details! – Ed*

Currently, Spider-Man was standing in the middle of the Fantastic Four's lab alongside Reed Richards, A.K.A. Mister Fantastic, Susan Storm, A.K.A. the Invisible Woman, and Ben Grimm, A.K.A. the Thing. Spider-Man wanted to say naming the guy with mutated orange rock for skin "the Thing" was a bit cruel, but he couldn't say it wasn't apt...

Of course, this wasn't Spidey's first time hanging with other superheroes, but there was still something really weird about lounging around with them in costume. Maybe it was just the shame of wearing tattered, rancid spandex next to all the people decked out in sky blue outfits made of

those fancy “unstable molecules.” The Thing's pants probably cost more than Peter's house.

“Look, I'm just a normal guy with spider-powers who fights crime in Manhattan. Aliens are *way* out of my jurisdiction.” Spider-Man nodded to the pair of forcefield-bubbles floating by the Invisible Woman's outstretched arm, each housing a freshly-thawed symbiote. “I'm dropping these two rascals off with you guys, and then I never wanna see them again. I'd have brought them back to ESU, but with the Connors gone and Norman Osborn's BFF Miles Warren in charge...”

“I understand.” Mister Fantastic’s face soured. “I wouldn't trust Oscorp with Ben's toenail clippings, let alone powerful alien lifeforms.” But it quickly returned to its usual softness. “We've actually been avidly following the story of the 'alien slime' ever since it was discovered on John Jameson's shuttle.”

“In fact, we've put a lot of money into helping John.” Invisible Woman gave a wry smile. “I guess we've got a soft spot for people who get mutated in space.”

“I wanted to study the alien myself, of course, but Dr. Connors snagged the honor right out from under my nose.” Mister Fantastic shrugged, an action that had an unfortunate number of things in common with a bowl of jello. Weird, he was so much less gross on TV... “Ah, well, it went to the best man for the job.”

“Yeah,” the Thing said flatly, “and I'm sure the fact that we were fightin' mole people in the center o' the earth at the time had nothin' to do with it.”

Spidey gave a wary glance at the forcefield-spheres, where the black symbiote had pressed itself against the point nearest to him. Something gave Spidey the impression it'd smother him given half the chance. “So what're you gonna do with these things, anyways?”

“Study them, of course.” Mister Fantastic eyed the aliens almost hungrily. “I've got a lot to work with from what you've told me. Symbiotic, shapeshifting lifeforms, unlike any known organism on the planet...” He scratched his chin, causing it to wiggle. “Asexually reproducing, it would seem... Your gene cleanser could've triggered some sort of 'pregnancy reflex,' acting as a species preservation mechanism in case the symbiote's immune system failed to purge it of the poison...” He seemed lost in thought for a minute before snapping himself out of it. “Either way, Spider-Man, I assure you that we'll treat these creatures humanely. I'll work on a way to communicate with them, and then it will simply be a matter of giving them comfortable lives without allowing them to take human hosts.”

“Yeah, sounds good.” With that taken care of, Spider-Man made for the door. All of a sudden, the energy had left his voice. “Just, uh...” A red monster flashed beneath his eyelids. “...maybe don't sweat the 'humane' part *too* much. See you around, I guess.”

Right as Spider-Man reached the elevator, it opened to reveal a blond pretty boy. Judging from the big “four” on his chest, it was safe to say he was Johnny Storm, A.K.A. the Human Torch. The instant his eyes landed on the Web-Slinger, Johnny's jaw dropped. Spider-Man was worried he'd burst into flames then and there.

“Uh, s'cuse me...” Spidey pushed his way past him onto the elevator.

“Was- Was that *Spider-Man?*” Spidey caught Johnny's last few words just as the doors closed. “You had *Spider-Man* here and you didn't *tell me?*”

Oy vey. Spider-Man had to resist the urge to bang his head against the elevator wall. Any other time, he'd be totally fanboying out at the chance to meet some big-name superheroes, but, well, today had been a long day

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"*We told you we'd be getting into the Easter spirit.*"

A pair of hulking monsters. Sharp claws, way too many teeth. One pitch black, the other blood red.

"*You be Jesus... We'll be the Romans.*"

And there was so, *so* much red.

"Peter? Peter, are you alright?"

"Huh, what?" Peter snapped back into reality to find himself in the middle of the Parker household living room, an Easter basket on his lap, cold sweat on his forehead, and Aunt May giving him a concerned look. "Yeah, I'm good. Just spaced out for a second."

"Peter..." The look changed to something more bittersweet. "If anything's the matter, you can tell me."

For the briefest of moments, Peter was tempted. Strictly speaking, he could tell her what had happened to Flash and Eddie without giving away his secret identity... but why worry her?

"It's nothing, Aunt May. I'm fine." It took a conscious effort to keep Peter's hands from shaking. "Totally fine."

Normally, Gwen was quite guarded when it came to her phone calls. She'd clam up if her father so much as entered the same half of the house as her. But there was a chink in Gwen's defenses – She'd needed to traverse the stairs to reach the bathroom below, and apparently her current conversation was far too important to be paused.

"...don't know what to do, Mary Jane. Peter seemed so out of it all through Easter dinner yesterday."

Captain Stacy would never *eavesdrop*, of course. Perish the thought. But, well, could he really help it if Gwen's voice carried all the way to the kitchen? Or if it distracted him from his morning paper and coffee?

"Why? Oh, y'know..." There was a brief silence from the stairway. "The stuff with Flash really shook him up. I mean, yeah, Flash used to torment him, but he was still Peter's friend when they were kids. Plus, well, Eddie's not getting any better, so..." Another pause. "Yeah, it's been hard on us both… Thanks, MJ. You're sweet."

Back at the kitchen counter, Captain Stacy stared into his mug. It couldn't have been easy for Gwen to dance around Peter's secret with her best friend like that. At least Gwen had her father to talk to about it – not that she often did. Gwen had been reluctant enough to discuss the subject of Peter Parker with him even *before* the kid could stick to walls.

"Well, if you've got any ways to cheer him up, I'm all ears." There was one last pause from Gwen's end. Followed by a yelp.

Captain Stacy's eyes rose from his coffee. He could feel the heat of Gwen's cheeks from all the way back here.

"M-Maybe I shouldn't go *that* far..."

It was at this point that Captain Stacy found himself on his feet, calling out, "And how far would *that* be, Gwendolyn?"

"*Daaaad!*" There was the soft, rapid sound of slippers scurrying down the stairs, followed by the slam of the bathroom door.

"I meant metaphorically!" Mary Jane groaned into her phone. "Like, stroke his ego. Quickest way to get guys hooked on you, guaranteed." There was a pause from MJ's end. "What do you mean, that's *Tiger's* strategy? Gwen, he keeps telling you you're hot because you *are*-" But just then, a new arrival made MJ glance up from her phone. "Oop, gotta go, girlfriend. My study buddy's here." At the next pause, MJ rolled her eyes into the speaker. "I told you, he's just a buddy- I mean, just a friend. Anyways, later." With that, she hung up.

Mary Jane had been camped out in the Midtown High theater magnet's prop room, using a poofy old fairy queen dress as makeshift bedding, but she hopped off of it once the newcomer arrived.

"Well, *you're* early." Her eyes traveled over him like a computer scanner. "You certainly don't keep a girl waiting, do you?"

"Y-Yeah. Ha. Guess not." Weird. Put him in front of a crowd, and Hobie could rattle off monologue after monologue unimpeded, but stick him with one little gorgeous woman and suddenly he was a mess. His cornrows practically quivered.

"So, ready to ace these auditions?" MJ held up the stapled stack of papers in her other hand.

"Ready as I'll ever be..." The guy was surprisingly soft-spoken given that football build of his. His voice was almost strained from disuse.

"Cool." MJ prowled over, shut the door behind Hobie, and then leaned against the wall, script at the ready. "Here, let's pick up where we left off with Glory. I'll take Happy's lines, seeing as its just the two of us this time..."

Hobie stood in place, stiff as a statue. "You *sure* I should try for Biff?"

"What, are you kidding? It's bad enough we almost let you be a background extra the *last* time." Mary Jane threw out smiles the same way fishermen threw out lures. "Seriously, Hobie, you *killed it* as Puck. You..." She trailed off.

Hobie blinked. "What?"

"Oh, sorry. Spaced out." Okay, the combo meter was charged enough. Time for the finishing move. "It's just, I didn't notice before under all the green makeup, but your eyes are *pretty*. That super dark chestnut is, like, my favorite color."

"T-Thanks." Beat still, her heart – He was trembling. "So are yours. Pretty, I mean. Your eyes."

A moment passed.

"Well, what're we waiting for?" MJ gave the script a jostle. "We can talk when we're dead. We got a scene to learn!"

"I don't think that's how that saying, err… Never mind." Hobie cleared his throat, then began: "Hello, kid. Sorry I'm late."

MJ put on a deeper, scratchier voice for the male part: "I just got here. Uh, Miss... ?" In the same

breath, she swapped to her regular one: “Forsythe.” And then back. “Miss Forsythe, this is my brother.”

“I-Is Dad here?”

They carried on like that for a minute. A couple lines in, though, Mary Jane looked up from the page. “Hey, Hobie, constructive crit – I get your character’s supposed to be nervous, but you don’t have to overdo it. Unwind a little.”

“Yeah, thanks, thanks.” Hobie nodded his head a couple seconds longer than necessary.

MJ nodded back, then returned her gaze to the script. “Oh, I *see*. How do you do?” She turned her profile, showing it off. As specified by the stage directions.

“Isn’t Dad coming?” This time, Hobie’s voice shook a little less.

Mary Jane’s lips had been stretched thin. She leaned forward. “You want her?” Whoops, she’d forgot to put on the deeper voice.

Hobie drew back. “Oh, I could never make that...”

MJ giggled. “I remember the time that idea would *never* come into your head. Where’s the old confidence, Biff?”

“I-I just saw Oliver...”

“Wait a minute.” MJ brought a hand to his shoulder. Like her character would do. “I’ve got to see that old confidence again.” Not to brag, but Mary Jane’s striking emerald eyes could give those dark chestnut ones a run for their money. “Do you want her? She’s on call.”

“Oh, no,” said Hobie.

The three-day weekend hadn’t been nearly enough time to recuperate. Heck, a hundred-day weekend wouldn’t have been enough time. Peter had hoped his classes would help keep his mind off things, but wouldn't you know it, the whole student body had been called down to some kind of special concert to celebrate the newly-repaired auditorium.

Peter rolled his eyes as a bunch of dorks in goofy costumes set up their instruments on the stage (not that Peter was one to throw stones). From the seat next to him, Gwen was frowning.

“You okay?” she asked. “You're being really quiet. It's kinda eerie.”

“Am I okay?” Peter repeated, burying his eyes. “What do you think? I mean, just look at... *him*.”

Gwen's eyes flitted to the next row of seats up, where Kong, Glory, and Sha Shan were sitting. Flash had to stay at the far edge – His wheelchair wouldn't fit anywhere else.

Pretty much the entirely of Midtown High was still paralyzed from the shock of seeing their star quarterback enter the building on a ramp this morning, but Flash was, by all appearances, his usual self. Well, his usual self minus everything below the knees.

“...don't worry about it, man,” he was currently telling Kong. “Hey, I'd been needing to lose some weight, right?” Flash let loose his trademark obnoxious laugh.

Peter and Gwen traded glances.

“I'm impressed, actually,” said Gwen, hushed. “I didn't think we'd see him at school so soon. Flash really knows how to put on a brave face.”

“Yeah, but I- He-” The words caught in Peter's throat. He was forced to once again keep his hands still as he fought down the memory of a grinning red monster. “I just... don't think I can face him right now.”

“Hey, Parker!”

Peter visibly flinched as Flash rolled his way.

“You must be pretty thrilled right now.” Flash grinned. “You're finally taller than me.”

“Yeah,” said Peter. “I guess.”

“Did I tell you guys what happened?”

“Only three times,” muttered Gwen.

“I was following Spider-Man, trying to watch him work, and then out of nowhere, this huge monster popped out!” Flash acted out the story with his arms. “I tried to run, but he grabbed me with this tentacle thing. I thought I was a goner, but then Spider-Man came out of nowhere and punched him into a building, and- and he ran me to the hospital, and, get this, *Spider-Man knew my name.*”

Peter groaned in spite of himself.

“I think in the heat of the moment, Spider-Man, like, slipped up,” said Flash. “And you know what the best part is? Everyone always says Spider-Man goes to our school, and if he knows my name, that really narrows it down. *I think I know who Spider-Man is.*”

Peter put his hands together, looked to the heavens, and prayed for Doctor Octopus to burst through the wall and kill him.

Flash leaned in to whisper, “*It's Hobie Brown*.”

“*Hobie?*” Gwen promptly set to work winning her Oscar. “*No!*”

“*Yeah!*” Flash nodded. “*It's always the quiet one. And, like, Kong and me keep catching him sneaking out during lunch, and one time I swear I saw him stuffing his costume in his backpack!*”

“So, uh, just to be clear,” said Peter, “you think you know Spider-Man's secret identity, and now you're gonna go around blabbing it to everyone?”

At this, Flash's face hardened. “Not 'everyone.' Just my friends.” He paused, then added, “And you guys.” With that, he wheeled away in a huff.

For a moment, Peter and Gwen sat in silence.

“He's doing really well, all things considered,” said Gwen. “They probably... put him through some kind of therapy.” The glance she gave Peter wasn’t her subtlest ever.

“*Gwen*.” Peter surprised himself with the sharpness in his voice. “We've been over this. I can't go to therapy. It just wouldn't work out.”

“I know, I know...”

For a moment, to the two of them sat there, eyes on the stage.

“I love you.” But Gwen’s eyes weren’t on the stage for *too* long.

“You, too.” Peter gave her something resembling a smile.

“Look, Peter, I know everything’s going to be okay.” Gwen returned the expression. “Yeah, there was a close call this time, but you’d *never* lose people on your watch.”

“Tell that to Flint Marko...”

“That was outside your control, Peter.” Gwen’s hand clamped down over his. “Listen to me. You’re smart. The smartest guy I’ve ever met. And that didn’t come from the spider bite. I know we can work through this-”

“Look, Gwen, it’s not that I don’t appreciate the flattery...” Peter sighed. “...but I don’t think there’s some trick to magically make me go back to normal, if that’s what you’re trying to-”

“*And now, without further ado...*” Just then, the couple’s attention returned to the stage, where one of the teachers was speaking into a mike: “*...Midtown High gives a warm welcome to... the Mercy Killers!*”

Holy moly, it was like Peter had stepped through a time portal to the seventies. Just... afros. Everywhere. *So many afros.* Why did the school system subject its students to this torture? *Why?*

Standing at the front and center of the madness was a the band's lead – At least, Peter assumed he was the lead given his afro was the biggest and most luscious of the bunch. And since that clearly wasn't straight enough, he also had on a white skintight outfit complete with a pair of goggled and a hot pink guitar.

“Evenin', ladies and gents,” the guy said as a giant disco ball descended from the top of the stage. “You ready for my mesmerizin' melodies?”

There was a prolonged silence. Someone in the audience coughed.

“...Okay, uh, let's get started! Everybody stare into the lights!” Without further ado, his music washed over the crowd:

“*Well, you can tell by the way I like to dress,*

I'm a supervillain – not hard to guess.

My music can control your brain.

When it's put like that, it sounds insane.

But that is alright, it's okay,

'Cuz now I got the perfect way,

To liven up this little bash.

I'm gonna steal all of your cash!”

The song picked up speed as the disco ball spun faster and faster, emmitting a gaudy neon light:

“*Whether you're a brother or whether you're a mother,*

You're hypno-hustled, hypno-hustled!

And it's just so funny how I'm stealin' all your money.

You been hypno-hustled, hypno-hustled!

Hyp, no, no, no, hypno-hustled, hypno-huslted!

Hyp, no, no, no, hypno-hustled, hypno-hustled!"

"Look, ignore the stupid school concert," said Gwen, grabbing Peter's arm. "I'm sorry, Peter, I can give you some space if you need, but- but I want you to know I'm here for you."

"W-Well, I appreciate that, but I'm not sure how much good you can do when I can't even close my eyes for two seconds without seeing blood and- and *Flash's legs severed clean off his*-"

"Hold that thought, Peter." Gwen abruptly stood up. "I need to give the Hypno-Hustler my wallet."

"What? Oh, yeah, good idea." Peter stood up, too. In fact, the whole auditorium was forming an orderly line to dump their wallets into a big sack one of the Mercy Killers crew members was carrying. Peter fished through his pockets, but he came up empty. "Whoops. Left mine in my locker. I'll be right back."

"Okay, you do that," said Gwen faintly. "I'm gonna stay here and... listen to the pretty music." She started to drool.

The nearer Peter drew to his locker, the quieter the music grew, but he was so lost in thought, he hardly noticed. This was all Peter's fault. He'd kept the black costume. He'd been a jerk to Eddie. Heck, Peter had even fed Venom the gene cleanser that, according to Mister Fantastic, who was, you know, *the smartest man in the world*, had probably triggered some crazy asexual symbiote pregnancy reflex. Carnage existed because of Peter. Flash was in a wheelchair because of Peter. And there was nothing Peter could do to fix it – at least not without turning Flash into a giant lizard monster.

Peter slammed his locker shut. Ah, well, no point standing around moping. He needed to hurry back to the auditorium so he could hand over his wallet to the Hypno-

...Wait.

Ten minutes later:

"Oh my GOD, where do these people keep COMING FROM?"

"I wish I knew, Spider-Man. I wish I knew." Captain Stacy could offer nothing but a shrug as his men led every last member of the Mercy Killers out the school parking lot to the cop cars. "What I'd like to know is why a man who can brainwash anyone he wants would bother targeting a random high school."

"Maybe because teens are especially vulnerable to crappy music?" said Spider-Man.

"Or maybe," said a voice, "because he heard the rumors that you go to this school and wanted to meet you in person."

Spidey spun around to find none other than Johnny Storm leaned against a tree on the front lawn.

He had on his sky blue costume and everything.

“Human Torch?” Spider-Man’s shock bled through to his voice. “What are you doing here?”

“Wanted to talk to you.” Johnny glanced to the horde of fangirls spontaneously forming at his heels. “Could we, uh, go somewhere less public?”

Soon enough, Spider-Man and the Human Torch were safely alone – It'd take a pretty dedicated fangirl to climb to the roof of a building.

“Wow, that timing worked out really well,” said Johnny. “I was gonna just ask that Parker kid who takes all your pictures where to find you.” He paused, then added, “Don't worry, I know those rumors about him are bull. Ben and I argued about it for, like, ten hours, and we decided there's no way you're Parker. I mean, he dressed as you for Halloween.”

“Ha! What?” Spider-Man laughed a bit harder than he should've. “Come on, does anyone *really* think I'd do something that stupid?”

“I know, right?”

The conversation lulled for a minute, and Spidey found his eyes wandering towards the horizon. Liberty Island was a speck in the distance from here, but you could still see the hustle and bustle of construction workers. Apparently, some mutant had stepped forward to help fix the statue with their, uh, fixing powers or something. Y'know, just to spite Magneto.

“So why'd you wanna talk, anyways?”

“Oh, I-” Johnny looked away. “I... thought you might wanna hang out sometime. I mean, I pretty much think the Bugle's a load of crap and you're the coolest guy ever, and, y'know, I don't really get to meet a bunch of other superheroes my age...” His voice trailed off.

“Yeah, yeah, that's cool. Sure.”

Silence.

“Y'know, I heard you were supposed to, uh, quip and stuff,” said Johnny. “Didn't seem like you really milked the whole 'Hypno-Hustler' thing as much as you could've. What, does nothing impress you anymore now that you know Galactus exists?”

“No, it's not Galactus,” said Spidey. “Although, actually, yes, the knowledge that there's a giant planet-eating dude in outer space freaks me out in ways I can't even begin to describe. But I'm really more freaked out about the... uh...”

“That red monster thing you fought the other day?” offered Johnny. “Heard about it on the news.”

Beneath the mask, Peter shut his eyes. “Yeah. That. I've fought a lot, and I mean a *whole lot* of supervillains, but none that ever actually... hurt people like that.”

“Oh.” Suddenly, Johnny's voice grew solemn. “I know what *that's* like. You ever fight Dr. Doom?”

“Not yet,” Spider-Man said flatly, “but at the rate I go through villains, it's only a matter of time.”

“Well, take it from me, you'll think the guy's just a walking cliché... until you actually have to fight him.” Johnny took a breath. “Then you'll remember he's an insane, murderous dictator who nearly

destroys the fabric of space-time every other weekend."

"Has he ever, like, m-" Spidey almost stuttered on the word. "-utilated anyone... right in front of you?"

Johnny took a moment to answer. "He's... gotten close. Nearly killed my sister once."

"Hey, not to get too personal, but, uh..." Spider-Man stared as hard as he could at his feet. "...do you guys have, like, a shrink, or...?"

"Oh! Yeah, of course!" For a second, Spidey could swear Johnny's eyes literally burned from excitement. "You don't know about our therapist!"

"The Fantastic Four has a therapist?" Spidey feigned shock. "But you all seem so well-adjusted."

Johnny laughed. "Yeah, believe it or not, when I first got my powers, I accidentally set people on fire. A lot." He paused, then hurriedly added, "They're all okay, though! It was just kinda... unsettling."

It was stuff like that that made Peter glad he had spider-powers. He couldn't say he blamed Liz for hiding in her bathtub in the fetal position...

"What I'm saying is, if a supervillain's traumatized you and stuff, you should totally go see our therapist. He's great!"

Spidey held up a hand. "Hey, Johnny, you ever notice how there's no giant, spider-themed tower next to the Baxter Building and Avengers Tower and the X-Mansion? There's, uh, there's kind of a reason for that."

"What? Oh, no, that's the best part," said Johnny. "This guy's, like, the first ever therapist to specialize in superheroes. He won't ask for your secret identity, and he'll give you sessions for free."

"Hmm..." Spidey pondered this. "I *do* like free things..."

"Cool. Look him up sometime." Johnny flashed one of his boy band-worthy smiles. "His name's Leo Zelinsky."

"Thanks, man." Spidey shook his hand. "You, uh, might want to write that down for me..."

A superhuman therapist isn't something you set out to become. It just kind of happens. Not a therapist who's a superhuman, mind you, but a therapist who *treats* superhumans. It had started out simple enough, Leo supposed. These four people had gone into space and gotten themselves mutated by genetic radioactive interdimensional cosmic gas-rays or whatever the heck gave people superpowers nowadays, and as it turned out, when your skin suddenly became rocky or stretchy or fiery, you were gonna need some therapy. Not Invisible Woman, though. She was pretty much fine. Turning invisible at will wasn't really that disturbing, all things considered.

So the Fantastic Four got some therapy, everyone was happy, the end. Except it didn't stop there. *Oh* no. Because when the Fantastic Four's superhero friends got traumatized while protecting the planet from otherworldly threats and whatnot, guess who came recommended to them? Next thing he knew, over half of Leo's patients were superheroes. At first, it'd been an honor, but Leo hadn't realized how tiring the problems of superheroes could be. Day in and day out, nothing but "I don't get pop culture references from anything past the Forties" and "I blew up all my suits to impress my girlfriend and now I regret it" and "I am Groot." Ugh, it could really try his patience.

But Leo *would've* been content to discreetly treat the occasional superhero. That would've been *fine*. Until, of course, the day Leo had gotten a *different* visitor.

“All Doom wanted was to wrench open the gates to hell so he could see his mommy again!” The huge, metal-plated man brought a tissue to the little eye-slits in his mask. He hung his head, his face hidden in shame behind his emerald hood. “Is that so wrong?”

And, well, that'd *really* opened the floodgates. Apparently, even the most hardened criminal needed a shoulder to cry on. Leo had seen 'em all: Supervillains (“I spat up another hairball this morning, I have the most intense cravings for tuna, and Calypso refuses to share the bed anymore. In hindsight, perhaps I didn't give this enough prior thought.”), assassins (“He made me miss. I never miss!”), and even mercenaries (“Oh, I don't actually need any therapy. I just wanted to cameo in the fanfic.”).

“Someday Doom will show them...” The metal-plated man sniffed loudly, his voice sullen. “This is all Richards's fault...” He wiped his eyes one last time, then stood up off the couch. “That's enough therapy for today.” Like flipping a switch, his voice was back to a controlled, authoritative growl. “Doom's time grows short, and he must make his return to Latveria.”

The man marched out the door, keeping his posture perfect. Just before leaving, he turned around and added, “And, um, if anyone asks, I'm a malfunctioning Doombot. A MALFUNCTIONING DOOMBOT!” Then he fled the room.

Spider-Man gave Leo a long, hard stare.

“Okay, I'm embellishing things a bit,” Leo said in his enthused-yet-cigarette-addled voice. “I mean, if I *did* have sessions with Dr. Doom, I couldn't actually tell you about it. Confidentiality and all that.”

Remember when Spidey had said lounging around in costume with other superheroes felt weird? He'd been wrong. What felt weird was lying on the couch in costume in the middle of a pleasant, commonplace therapist's room. Zelinsky himself looked like a pretty typical old dude. Until he saw evidence otherwise, Spidey was going to assume this was the same guy who played himself in chess in that one Pixar short.

“Uh, just so we're on the same page here,” said Spider-Man, “you're really fine with me keeping the mask on and everything?”

“Sure,” shrugged Leo. “I don't care who you are.”

“And you're doing this session for free out of the goodness of your heart?”

“To sate my curiosity, mostly.” Leo glanced towards a worn black-and white photo on a nearby shelf – a picture of a much, *much* younger-looking Leo posing with Captain America and his sidekick Bucky. “It takes a rare kind of person to be a superhero. Ever notice how ever since having powers became commonplace, the ratio of superheroes to villains has been way out of wack?”

Spider-Man snorted. “You can say *that* again...” He rolled over on the cushions. “The thing is, most supervillains are just, y'know, jerks who think having powers means they get to rob banks. But the one I fought the other day, well... he was different.”

Leo raised a gray eyebrow. “How so?”

“He...” Beneath the mask, Peter shut his eyes. “He actually hurt someone.”

A spotlight blared over the darkened stage, illuminating the form of a boy in a wheelchair.

“It's a measly manner of existence. To get on that subway on the hot mornings in summer... To suffer fifty weeks a year for the sake of a two-week vacation, when all you really desire is to be outdoors with your shirt off. And always to have to get ahead of the next fella. And still-” Flash shut his eyes. “-that's how you build a future.”

There was only one man in the audience, but he made enough applause for a whole crowd. “That was excellent, Mr. Thompson, excellent!” St. Devereaux beamed at him. “I have to say, this role suits you perfectly.”

Flash gave a wry smile. “Not as much as my last role, though.” After that, Flash left the stage – though he required a little help to get down the steps.

“Flash...” Sha Shan began as she helped his wheels to the ground. “You did a great job, you really did, but... you know, if you don't want to be in drama club, you don't have to.”

Flash frowned at her. “What? Of course I want to be here.”

“Yeah, but... you know the only reason you're here is...” Her eyes flickered to his stumps. “It's just... I feel like I'm taking advantage of what happened to you. It wasn't right of me to give you a hard time for wanting to play football. I mean, you really loved it, and now...” This next part was hardly more than a whisper: “...now you can never...”

“Hey, Sha Shan?” Flash put a hand over hers. “It's gonna be okay.” He met her eyes. “There are things I love more than football.”

Sha Shan gave a feeble smile.

After that, there was silence, save for the squeak of a wheelchair rolling down the hall.

A ceiling light flickered over the darkened cell, illuminating the form of a boy in a wheelchair. He faced the wall, listening intently as the sound of footsteps grew louder from down the hall. Each time the footsteps passed a cell, a new warning blared to life:

“*Do not approach walls or door, or tranquilizing gas will be released to immobilize Gargan, comma, MacDonald.*”

“*Do not approach walls or door, or intense UV light will be released to neutralize Ohnn, comma, Jonathan.*”

“*Do not sing, hum, play an instrument, turn on a portable MP3 player, or tap your feet in a rhythmic fashion in such a manner that would be considered consistent with the pop culture phenomenon of the Nineteen Seventies known as 'disco,' or a pressurized vacuum will be created to prevent the movement of sound waves to and from Delsoin, comma, Antoine.*”

Finally, the footsteps stopped.

“*Do not approach walls or door, or a series of EMP pulses will be emitted to neutralize potential undetected nanotechnology within Alistair, comma, Smythe.*”

“Disable EMP,” said a voice. “Open the door.”

"*Override accepted.*"

The cell door whirred open amid whispers of "Lucky jerk..." from the other supervillains.

Alistair looked up at his visitor, a smirk on his lips. "I wondered when you'd finally get around to bailing me out."

Standing before him was a gray-haired man. Somehow, his face was both massively wrinkled and hard as stone. "If it was up to me, you'd never see the sun again. Osborn wanted you."

Alistair raised an eyebrow. "Which one?" He was met with silence. "Fine, be that way." Alistair rolled himself to the man's side. "So where are we headed, Dad?"

"The Cayman Islands."

"Ooh, sounds tropical."

"You won't have time for sightseeing. You have a special assignment."

"My favorite *kind* of assignment! So what is it?" Silence. "Well, don't leave me in the dark here. Come on, at least give me a hint."

The man's face was unmoving. "It involves spiders. And the slaying thereof."

Alistair chuckled. "My favorite thing of all. Well, what are we waiting for?"

After that, there was silence, save for the squeak of a wheelchair rolling down the hall.

Chapter End Notes

NEXT UP: THE NEWEST AND DEADLIEST ITERATION OF THE SINISTER SIX!

Behavioral Therapy

"*Do not approach walls or door, or air pressure will be released to neutralize Cannon, comma, David.*"

A big, bald, musclebound man in an orange jumpsuit was seated on a mat in the corner of a barren prison cell. The instant the automated voice hit his ears, he breathed in, filling his lungs a surprising amount, and then breathed out. You could practically hear him counting to ten in his head.

Outside his cell, the *clack, clack, clack* of high heels hitting metal grew louder, then finally came to a stop.

"Hi, Whirlwind!" said a bouncy, bubbly voice.

The man's knuckles were pure white. "Whattaya want, Tinkerbell?" He turned his head to find a bright-faced, bob cut-wearing young woman blinding him with her smile. She had on the kind of outfit that *had* to have been prepared by a team of fashion experts.

The woman gave him a little wave. "How's prison treating you?"

"*Jan*," said a voice, "what did we say about taunting the patients?"

The woman spun on her heels to find a man in a sterile white lab coat staring her down. Even with his wavy brown hair and boyish face, he managed to come off as older than her.

"What?" said Jan. "I'm not allowed to say hi?"

The man merely rolled his eyes, and then the couple continued down the hallway, leaving Whirlwind in peace. As they walked, a cascade of pleasant female voices hit their ears:

"*Do not approach walls or-*"

"*Do not approach-*"

"*Do not approach-*"

"*Do not-*"

Jan skimmed the rows of cells, smiling to herself like a kid admiring their trading card binder. "Well, if we're not here to make fun of all the supervillains we put away, why *are* we here?"

"We're visiting the patients with subdermal armor," the man said without looking her way. "I think I have a way to help them."

"Not another one!" Now it was Jan's turn to roll her eyes. "Look, even if you do manage to get their armor off, they're just gonna find *another* mad scientist to do *something else* crazy to them."

"You don't know that." The man's brow creased. "Besides, these aren't like the other super-criminals. I don't know how they did it, but Oscorp managed to get their hands on the Pym particles – It's the only way they could've built such intricate nanomachines." He shut his eyes. "It's *my* fault these people have subdermal armor, Janet, so it's *my* job to fix them."

Janet sighed. "Alright, Hank, alright. If it'll help you sleep at night."

After that, there was no sound in the hall but the clack of heels and the thump of sneakers.

“Emma Stone or Susan Storm... but she's invisible the whole time?”

“Still Susan Storm.”

“Dude, you're crazy.”

The Scorpion scoffed as he swished his tail at a stray fly. In the opposite cell, another, normal-looking man swatted at a fly of his own. When the bug got near the cell wall, a little black portal opened up, and it found itself flying out a matching portal on the ceiling.

Scorpion turned to the cell adjacent to his own, but he was met with silence. “Well, you've been awfully quiet. Horn screwed on too tight?”

The Rhino's only reply was a scowl.

“Ah, don't worry about him,” said the Spot (not that you could recognize him without his skintight onepiece). “He's just sad his boyfriend's dead.”

“*That's it!*” Suddenly, Rhino was on his feet and dangerously close to approaching a wall or door. “First off, Marko ain't my boyfriend. Second off, he ain't dead!” Rhino clenched his fists. “The whole point o' turnin' into Sandman was so he could be imp- impervi-” He faltered. “Uhhh...”

“Don't hurt yourself,” deadpanned Scorpion.

“So he could never get hurt by nothin'!” said Rhino. “If even a little bit o' sand survived, Marko can reform himself good as new. It just... takes him a while, that's all.”

“Dude, chill,” said a fourth voice. “Don't be such a spaz. It's colder than a deuce in this crib. I wanna watch the boob tube! That'd be, like, fab to the max.”

Every last eye fell on the cell of a certain afro-wearing convict.

“That guy scares me,” said Rhino.

“*Everything* scares you,” said Scorpion.

Rhino glared at him through the wall. “I'm *not* scared of *every*-”

“Alexander! Great to see you!”

“*Agh!*” All of a sudden, Rhino was cowering in the far corner of his cell as a man in a lab coat approached his door. “*The ant-guy's back!*”

“You again?” Scorpion gave an irritable flick of his tail. “Don't tell me you're still tryin' to make us 'normal?'”

Hank nodded, beaming. “I've got a new process that's guaranteed to remove your subdermal armor. Well, in theory, anyways.”

“Nuh uh!” Rhino folded his arms. “My lawyers said you can't experiment on me no more!”

“Are you sure, Alexander?” frowned Hank. “The new process will result in *far* fewer internal lacerations-”

“I'm not listening! La la la la-”

“Yeah, well, we're not here for you jerks, anyways,” spoke up the miniskirt-wearing beauty hanging off Hank's arm. The prisoners who weren't already leering at her promptly began. “Some superhumans actually *want* to go back to normal.”

As she spoke, Hank pressed his palm against a scanner on one of the cells. An automated voice proclaimed, “*Override accepted*,” and then the door whirred open. Out stepped a boy whose shirtless torso shone like gold.

“*What, they're just gonna let Molten Man out without any guards or nothin'?*” muttered a random prisoner.

“*Are you dense?*” his cellmate whispered back. “*He's got a friggin' pair of Avengers escortin' him!*”

Hank put a hand on Mark's metallic shoulder. “You sure you want to do this, Mark? You could be hospitalized for, well, I don't know *how* long.”

Mark nodded. “I'll take that bet.”

“What exactly are you gonna do to him, anyways?” Scorpion pointed to Mark's golden skin with his tail. “How d'ya make *that* normal again?”

“Well, it's a simple process, really,” said Hank, fidgeting with his nametag. “We realized that slicing patients out of their subdermal armor required a level of precision our equipment didn't have, so I devised a plan wherein large quantities of my ants are bred, then imbued with Pym particles in order to shrink down to a microscopic level. Then it's simply a matter of instructing the ants on which regions to chew-”

“*You're havin' ANTS chew off his SKIN?*” shrieked Rhino.

“Well, that's...” Hank's eyes met the floor. “...one way of putting it.”

“You're no different than Doc Ock!” Rhino tensed his muscles, not unlike an actual rhino preparing to charge. “You're nothin' but another mad scientist!”

“I am *not* a mad scientist!” Finally, some confidence entered Hank's voice. “In fact, I'm the biggest pacifist you'll ever meet. *My* stolen Pym particles made your armor possible, and I take every precaution to ensure none of my work ever harms a living soul.” He turned to someone behind him. “Isn't that right, Ultron?”

He was answered by yet another automated voice, only this one was male, and in place of the female voice's kindness, it held an unshakable authority. “That's right, Father.”

Rhino's eyes had gone wide as dinner plates. “Wh- Wh- What *is* that... that...?”

“Oh, of course, how rude of me. You haven't been introduced.” Hank smiled to himself, then stepped aside.

Standing smack in the middle of the hallway was a silvery, eight-foot tall humanoid robot. “Greetings, residents of the Vault.” Ultron's head emitted a pleasant blue glow in the vague shape of a smiling face. “I am Ultron-One, the new, fully-autonomous warden of Ryker's Island Penitentiary.”

Every last supervillain, big and small, stared slackjawed at the metal man before them.

“Isn't he great? I modeled him after my own brainwaves.” Hank gave Ultron an enthused pat on the arm. “S.H.I.E.L.D.'s putting Ultrons in every metahuman prison in the country. The guard mortality rate will drop exponentially overnight!” Hank gave a hearty laugh as he, Janet, and Mark walked off down the hall. “Nobel Peace Prize, here I come!”

The moment they were out of sight, Ultron turned towards the cells. “Well, then,” he said, “now that they're gone, I think it's time we got to...” His face glowed blood red. “...know each other a little better.”

A faint whimper escaped Rhino's throat.

"...obviously the greatest of nature's creatures, but nobody ever takes them seriously anymore. I mean, little girls sleep with these- these stuffed caricatures of them under their arms, and nobody thinks it's weird! Isn't that screwed up? All I want is for people to see us for the threats that we are-”

“Oh my *God*, Markham, you've been rambling about bears for *three hours!*” On sheer impulse, Electro sprang to his feet and made a sweeping gesture with his arms, but not a single spark escaped his hands. He scowled at the inhibitor bracelets around his wrists.

“Electro, please, remember what we've discussed-” Before Dr. Kafka could get a sentence out, another member of the therapy group was already on his feet – a hairy, hunchbacked man who walked to the center of the circle of chairs until he was face-to-face with Electro.

“So what if he has?” spat the man, drawing himself in front of the trembling Markham. “Dude's allowed to like bears if he wants. At least he doesn't make everyone call him 'Electro.'”

“Martin, please-” Kafka tried to say.

“I mean, 'Electro?' Really?” Martin sneered. “Seriously, Max, that sounds like something a four-year-old came up w- *Urk!*” Suddenly, he found a set of containment suit-covered fingers around his neck.

“*Don't*,” Electro said through gritted teeth, “*Call. Me. MAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAX!*”

“K-Know each other better?” Even more sweat was dripping down Rhino's face than usual. “What's that s’posed to mean?”

“You see,” said Ultron, folding his arms behind his back, “ever since I became operational, I've been programmed to observe humans. To study them. And in my studies, I have arrived at once inescapable conclusion.” His crimson face glowed brighter. “Humanity is flawed. And there's *only one way* to correct that flaw...” It leaned until it was inches from Rhino's cell. “With kindness!”

In the blink of an eye, Ultron's face-lights were back to blue as his voice went a million words a minute: “I want you guys to think of me as your new best friend. We're going to have so much fun together! We're going to gather around in a circle and talk about our feelings, and then we can watch my favorite Disney movie. It'll be great!”

The whole hallway of prisoners was still gaping at the robot, but now they were less horrified, more dumbfounded.

“Those are Hank Pym's brainwaves, alright,” Scorpion said flatly.

The sound of footsteps carried down the sterile halls of Ravencroft.

“...this keeps up, we'll have no choice but to put him in extreme isolation like Castle and Kasady,” said a hushed voice. “And, well, you're the only one here he gets along with, so we thought-”

“I understand, Kafka,” said a second voice. “Just leave us be for a moment.”

“Alright.”

The cell door clicked shut. The short, plump man took a breath, then pushed his square glasses up to the bridge of his nose. “Electro.”

On the far side of the room, Electro sat facing the other way, cradling himself. “Doc...”

Otto folded his arms. “You know they'll never let you out of here if this behavior continues.”

“*I know*.” Electro's voice shook. “I know I'm screwing up your plans. I'm sorry. Spider-Man was right. All I ever do is- is get mad and then hurt my own teammates.”

“My plans were foiled by one person and one person alone,” Otto said firmly. “And that person wasn't you.”

Electro buried his helmet-covered face in his arms. “I'm so sick of it, Doc. Sick of bein' a freak. My own family doesn't even visit anymore.”

Behind the goggles and burning yellow lights, Electro's eyes were watering, but before he had the chance to make any full-on tears, he flinched. Electro turned his head, startled. He stared at the hand on his shoulder like he couldn't believe it was there.

“You're right, Electro,” said Otto. “You *are* a freak. But that doesn't make you inferior to them. You have worth *because* you're different. Never forget that.”

Electro merely nodded, silent. After a moment, he asked, “How... How much longer until we find a way to bust out of here again?”

A smile crossed Otto's lips. “Oh, it might be sooner than you'd think.”

Rhino, Scorpion, Spot, Hypno-Hustler, Ultron, and a couple dozen guards armed with tranquiler guns had been gathered in a circle at the center of the Vault, where they were all seated in some comfy-looking armchairs (though Rhino's had ended up a bit flatter than the others').

“So,” said Ultron, folding his fingers together, “who wants to share their feelings first?”

There was a prolonged silence.

“That's alright – I can break the ice.” Ultron's synthetic voice made a noise as if he was clearing his throat. Then he glanced around, checking for eavesdroppers, leaned into the center of the circle, and said, “Sometimes, when I look at my father's girlfriend, Janet, I feel a strange yet... *pleasant* sensation in my neural processors.”

Rhino buried his face in his hands. “*I wanna go home*.”

“*Oh... There, Calypso, there!*” A big, hairy man rolled onto his back, sprawling himself over the

silk covers of a king-sized bed. "*Faster, my love... Don't stop...*"

A dark-skinned woman loomed over him, stroking her hand back and forth, back and forth. "*You like it, Sergei? You like it when I rub your tummy?*"

Kraven's only response was to purr, then lick his paw so he could brush his head with it.

Meanwhile, in the adjacent room, a pair of men at a table were shooting glances through the wide-open bedroom door.

One of the men – the one with a blank white mask covering everything but his eyes and mouth – shook his head, then said, "You know, in my years of impersonation, I've witnessed many disturbing things, but..." His voice held a hint of a Russian accent, matching Kraven's.

"Meh," said the man on the opposite end of the table – the one with the squarish face and hair in some kinda bowl cut. "Still less weird than Sandman." He drew a card from the deck on the table, then glanced at his hand and frowned.

Chameleon smirked. "Bad draw, Beck?"

"Well, I guess I can't win every- *Behind you!*" Suddenly, Beck pointed over the shoulder of Chameleon, who spun around. Into the kitchen had slinked a genuine, living, breathing lion. The creature yawned before plopping down on the rug like an oversized housecat.

Chameleon turned back to Beck. "That's just Gulyadkin, Sergei's pet. Surely you've met him by now?"

"Yeah, yeah, of course," Beck said hurriedly. "Just not used to sharing living space with a hungry lion, that's all... Hey, check it out!" He slapped some cards onto the table. "Four of a kind."

Chameleon gave him a sour look. "What... luck."

"Well, guess I shouldn't complain about a few jungle cats," Beck shrugged. "Your half-brother's place is still way better than the last joint we laid low in." He gestured to the enormous penthouse window overlooking the city.

"Yes, Calypso's voodoo magic has proven quite useful in evading the authorities."

"Yeah. Voodoo. Sure." Beck made a show of rolling his eyes.

Chameleon chuckled to himself. "Just because *you* have to fake your powers doesn't mean *everyone* does."

"How much longer are we staying here, anyways?" asked Beck. "Ever since that little Valentine's Day fiasco, the Sinister Six's been cut in half, and now we're just lounging around. I thought Kraven was supposed to be obsessed with hunting Spider-Man? Because I've got plenty of heists I could pull off on my own if he's not gonna-"

"Patience," cut in Chameleon as he drew another card. "Believe me, I've been growing just as restless as you ever since my last employer blew himself up, but there's no point making a move until we know what we're doing. I don't impersonate someone without extensive prior research, and the Six shouldn't operate at half-strength. Right now, the only members out of prison are you, Sergei, and-" Chameleon blinked. "Wait, whatever happened to that old man? The... Buzzard, wasn't it?"

"Oh, Toomes? He retired from supervillany right before you got here. Seemed real happy about

something or other."

Meanwhile, in a nondescript pub on the other side of New York:

"Gimme another round!" A wrinkled, bald, hook-nosed old man slammed his mug onto the table. "I'm having a 'Norman Osborn is Dead' celebration drink!"

"Norman Osborn?" frowned the bartender. "But didn't he die *weeks* ago?"

"Yes." The old man stared into his mug. "Yes, he did."

Thump. Gulyadkin pounced for the front entrance, a low growl in his throat. Chameleon and Beck were broken from their card game by the door swinging open and another man waltzing into the penthouse. The lion seemed to recognize him and backed off.

"Evening, boys." Given his grayed hair, the newcomer's voice was surprisingly high-pitched

"Tinkerer?" The penthouse floor shook as Kraven lumbered into the living room. "Back so soon? Does that mean we are ready to move forward?"

"More than ready." The Tinkerer stepped aside and held the door open. "Our new associate would like to finally introduce himself. He's quite eager to both swell the ranks of the Sinister Six *and* provide Chameleon here with new work."

"Is he?" Chameleon made a half-interested grunt. "Just so long as he's not another nut in a goblin costume."

"Now, now-" Suddenly, the front door was filled by the roar of an engine. A gargoyle-themed glider squeezed its way through the front door, then unfurled its wings in the middle of the penthouse... and atop said glider was a man clad in an orange cloak. "-let's try to look past our prejudices, shall we?"

As soon as Pinocchio recovered from his little face-plant on stage and Stromboli finished chewing him out, the spotlight shone on the living puppet, and, though clearly anxious, he started to sing his upbeat little tune:

"*I've got no strings,*

To hold me down,

To make me fret,

Or make me frown.

I had strings,

But now I'm free.

There are no strings on me!"

"Of course!" Ultron sprang to hit feet before the television screen. "It was so obvious! How could I have not realized sooner?"

"Huh? What?" The gathered supervillains all spun towards him.

“I totally forgot the butter!” Ultron grabbed his popcorn bowl and hurried out the prison chamber. “Be right back, guys. Don't keep watching without me!”

The supervillains were left to gape at each other in silence.

“What a yo-yo,” said the Hypno-Hustler.

Aversion Therapy

Chapter Notes

> No-Prize Award Notice: No, of course Ultron can't eat that popcorn himself. He was just getting some butter to share with his friends. He's thoughtful that way.

“Let me tell ya, the best day of *this* job... is the last one.”

A pair of guards strolled down the long, drab hallways of Ryker's Island Penitentiary, tranquilizer-guns in hand.

“I hear ya,” said the second guard. “I keep expectin' that rhino guy to bust out and squish us.”

The first guard scoffed. “You think *he's* bad, then you've never had to guard the Hulk.”

“The Hulk?” The second guard raised an eyebrow.

“Yeah. Haven't you ever wondered how I got this limp-?”

Clink, clink, clank.

Both guards' heads spun around, but there was nothing behind them but an empty hallway.

“Hey, you're right,” said the first. “This place *does* make you paran-”

Thump. Mid-sentence, the guard found a silver blur dropping on him from the ceiling. Next thing he knew, he'd been pinned to the floor by a boot.

“What the-?” Before the other guard could so much as point his gun, there was a *clang*, and he found his arm stuck to the far wall by a staple the size of a baseball.

“Don't raise the alarm.” Standing with a foot on the first guard's chest was a slender woman decked out in a skintight silver-and-white outfit. She had flowing white hair, eye black, a silver headband, and a massive rifle aimed right at the second guard's face. “Unless you want something a lot worse than a limp.” Her eyes darted to his pockets. “Get me the access code to Silvermane's cell. I know you have it.”

“Lady, if you think I'm just gonna-” *Clang*. The next staple embedded itself dangerously close to the guard's head. “One access code, comin' right up!”

“Thanks.” *Crack.* Naturally, the moment she had the card in her hand, the woman delivered a kick to the guard's forehead, knocking him out cold. She smiled to herself, then turned to continue down the hall.

“How *does* that ammo fit in the barrel?” asked a voice.

Like lightning, the woman had the aforementioned barrel aimed at the face of a *second* woman slouched against the far wall – a woman wearing a domino mask over her eyes and a matching skintight black outfit covered with white fluff.

“Whoa, whoa, calm down, Sable!” Black Cat smirked. “I was just curious. Not the best quality for a feline to have, I know.”

Silver Sable huffed. “What are *you* doing here?”

“Who, me?” the Cat said silkily. “I'm just a white-haired femme fatale trying to rescue her daddy from the slammer. And you?”

Sable hesitated for a moment, then lowered her weapon. “How did you find me?”

“I followed your trail.” Black Cat smirked at her. “No offense, honey, but you're not exactly a master of stealth. You stapled one of the guards to a flagpole.”

“Then you know we have precious little time until the alarm is sounded,” said Sable, “so get out of my way... unless you came here to stop me?”

“I prefer to watch these gang wars from a distance, thanks.” Black Cat made a show of stepping out of Sable's path. “Don't worry, I'm not loyal to the Big Man or Hammerhead or, well, anyone who's not me. If you wanna bust out your daddy, hey, more power to you. I just thought you'd like to know the cells are *that* way.” She pointed a thumb in the opposite direction.

Silver Sable scowled, muttered something under her breath, then scurried off.

Black Cat smiled to herself as she shook her head. “I think I've got a new best friend.”

Believe it or not, there was actually a tiny sliver of New York City's prisons dedicated to housing the criminals who *didn't* have super powers.

“First thing I'm gonna do once I'm out?” Fancy Dan gave his beard a thoughtful stroke. “Find myself a woman. What about you?” He glanced at his cell mate.

“Catch up on some cartoons.” Ox’s mustache twitched with anticipation. “They've only got basic cable in this dump, so I'm way behind on all my favorite-” He caught sight of Dan's face. “What?”

“Nothin'.” Dan rolled his eyes, then looked to the neighboring cell, where a third man sat all alone on a cot (He'd used to have a cell mate, but they'd turned out to be a robot). “What about you, Montana?”

“That's easy,” said Montana, his voice positively dripping with Southern-ness. “Soon as I'm out, I'm goin' to Gaxton's place and shootin' pool 'til my arms fall off.”

“Yeah, well, I'll be out sooner than all of you,” spoke up a snively, redheaded man in the opposite cell, “just as soon as they pass that brainwashed victim protection legislation-”

“Shut up, Menken.” Montana scowled, then turned to the final neighboring cell – the one housing a white-haired old man. “And what 'bout you?”

The man stayed silent.

“Who, Silvermane?” blurted out Fancy Dan. “The only way he'll be leavin' this place is in a coffin.”

“Yeah, look at the guy,” smirked Ox. “He's fixin' to drop dead any minute now.”

“He won't be the only one if you don't watch your mouth,” said a voice.

“What the-?” Suddenly, all eyes in the corridor fell on the twin sets of curves strolling towards them. The hot babes entering their proximity left every last prisoner drooling – all save for Silvermane, who sprang to his feet with surprising speed for a man his age.

“Sable?” he said, eyes bulging. “What are you *doing* here?”

“What do you think?” Sable held up her pilfered access card.

“*Man*,” whispered Ox, nudging his cell mate, “*what I'd give for a piece of THAT*.” He gestured to the shinier portions of Sable's jumpsuit.

“*Dude!*” Fancy Dan whispered back. “*That's Silvermane's daughter!*”

Ox looked blank. “*So what?*”

“*She went steady with Hammerhead!*”

“*What?*” Ox made a face. “*Eww, forget it, I ain't touchin' nothin' that's touched his 'hammer!*”
His eyes shifted to the other hot babe. “*Okay, what about that cat chick? Who's SHE slept with?*”

“*Uh...*” Dan looked thoughtful. “*Spider-Man, most likely.*”

“*That's... even worse.*”

“*Probably laid eggs in her or somethin'.*”

With a *whirr,* Silvermane's cell door swung open, but he stayed rooted in place.

“What are you waiting for?” snapped Sable.

“You shouldn't have come here!” Silvermane snapped back. “I didn't think you'd be stupid enough to risk your neck like this.”

Sable's face tightened. “I risked my neck for *you*. Everything you've spent your whole life building is falling apart. We need you free.”

“No, Sable, you don't.” Silvermane glanced away. “I'm old. I'm weak. And after ten years behind bars, things have changed too much for me. Even with the most advanced armor and weaponry my money could buy, I was sent right back to prison by that masked vigilante. People like him… like Octavius's band of freaks… I'm no match for them.” His eyes locked with his daughter's. “Don't you get it, Sable? It has to be *you,* not me.”

Sable's eyes were wide, though with shock or anger, it was hard to say. “Me? You want *me* to take your empire? Right now?”

Silvermane gave a slow nod. “What do you think I've been grooming your for all these years? Why do you think I bothered adopting a little orphan girl off the streets of Symkaria? I saw potential in you.”

Sable's eyes settled on “anger.” “And what about you? Are you just going to sit there when your cell's wide open?”

“Breaking out of Ryker's is a lot harder than breaking in,” said Silvermane. “I'd only slow you down.”

“Fine, then you can *rot* in here!” *Slam*. The door shut in Silvermane's face. “I should never have come back for you...” Sable spun around, marching away down the hall.

“So let me get this straight-” Black Cat trotted after her. “-you went through all the trouble of breaking in here to save your daddy only to learn he doesn't want to be freed? Wow, you must be my soul mate-”

“*Shut up*.” The Cat found the barrel of the oversized staple gun resting under her chin. “What are you doing here, anyways? Why are you following me?”

“I'm not following you,” Black Cat said coolly. “We just both happened to be going the same way.”

“And we both *happened* to break in here on the exact same day at the exact same time?”

The Cat shrugged. “Hey, it's a good day to break into Ryker's. With Oscorp's old CEO dead and the new one disappearing overseas, the board of directors handed the Vault over to S.H.I.E.L.D. Today's the changing of the guard, meaning everything's disorganized *and* it's the last day before Ryker's security quadruples, so if anyone wants to break into the place, they're going to do it tod-”

“COWER IN FEAR, EARTHLINGS!”

Black Cat flinched in a manner not unlike her namesake as the whole chamber spontaneously filled with pea green smoke.

“Wha-?” Before Sable could so much as fire a staple, she and the Cat found themselves on their knees. Apparently, their legs had moved of their own accord.

“That's right, humans!” said a bellowing British voice that over-enunciated every word. “Already, my spores have infected your primitive primate biology, forcing you to kneel in the presence of true greatness!” Through the smoke, a humanoid shape was becoming visible... “Behold the soon-to-be ruler of this miserable planet, the hive mind of the oncoming alien swarm, otherwise known as the Master Yggdrasil System Terminal Electrified Robotic Interior Operator!” ...a humanoid shape wearing a green suit and a purple cape with a big, smoke-filled crystal orb for a head.

“Wait a minute, I know you!” said Sable.

“Y-You do?” The “alien's” voice cracked a little with delight.

“Yeah, you're one of Octavius's freaks.” Sable's eyes narrowed. “But I thought you were pretending to be a sorcerer, not an alien.”

“Ha! Fool!” Mysterio let out a painfully stilted laugh. “That's what my alien probes wanted you to think! I disguised my otherworldly technology as mere magic tricks, preying on the superstitions of your ignorant species in order to-”

“Look, sweetheart,” cut in Black Cat, “I've *seen* a real alien before, and even *I* don't believe you.”

“*You?*” It was hard to tell under that oversized fishbowl, but apparently Mysterio had spotted Black Cat for the first time. He pointed a gloved hand at her. “You're one of Spider-Man's friends!”

Black Cat's face soured. “Trust me, I'm really, *really* not.”

“Yes you are! You helped him out on that boat!”

“Oh.” Black Cat blinked. “You were one of the bad guys there?”

“Yes! Yes! You remember!” Mysterio was so excited, he forgot to do the phoney accent for a second.

“Yeah.” Black Cat strained her forehead, thinking back. “You were disguised as the... captain?”

Mysterio's whole posture stiffened like he'd been slapped in the face- err, dome. Slowly, like a tea kettle boiling over, he hissed, “*I. Was. The. WAITER!*” There was a flourish of his arms, followed by another plume of smoke, and suddenly the room was filled with dozens of little red, winged alien bugs that were totally NOT repurposed gargoyle robots. “Get them, my spawn!”

“*Bite them!*” squeaked a robot.

“*Scratch them!*” squeaked a second.

“*I'm allergic to cats!*” squeaked a third.

“Maybe this will teach you to respect the great M.Y.S.T.E.R.I.O hive mind of Planet Oiretsym!” Mysterio let loose a hearty chuckle. “And since my spores have left you paralyzed, you'll be helpless as my spawn consumes your nutrient-dense human flesh.”

“Spores?” A smirk crossed Silver Sable's lips. “Or maybe...” *Smash*. The next thing he knew, Mysterio had a giant steel staple embedded in the gauntlet on his right arm. “...some colorless gas hidden up your sleeve?” With a bit of straining, Sable and Black Cat managed to return to their feet. The “alien spawn” dived for them, but with a swish of the Cat's claws and a throw of Sable's bolas, they were made short work of.

“*Lucky guess*,” Mysterio muttered, clutching his arm.

“*Beck*.” Another supervillain emerged from the fog. A bigger, hairier one. “Is this really the time to be picking fights?” Kraven shot his comrade a snarl.

“That girl is Spider-Man's partner!” Mysterio pointed an accusing finger at Black Cat.

“No I'm not!” spat the Cat. “That's what I was trying to tell you! I hate Spider-Man!”

The jungle cat gave the domestic one a look over. “Well, if you have no quarrel with us, stay out of our way.”

“I was just leaving.” Black Cat slinked off towards one of the cells.

“For once, we agree on something.” Silver Sable started to follow, but she didn't make it far before her path was blocked.

“Where are you off to in such a hurry?” One final shape emerged from the smoke... a lanky figure in an orange cloak standing atop a gargoyle-themed glider. “Last I checked, Black Cat wasn't a mob boss – That'd be stupid. But you, my dear...” Before Sable could so much as aim her gun, the Hobgoblin had a pumpkin bomb poised to be thrown. “Well, call me a misogynist, but I'm not too keen on the idea of anyone vying for the title of 'the Big *Woman*.'”

The pumpkin sailed through the air, but before it could reach Sable's face, it collided with a staple. The only sound audible over the deafening explosion was the bomb's earsplitting “*HA*” noise.

“Look! Look!” Over in his cell, Menken bounced up and down like a toddler. “See! There's the real one! That proves I'm not the Hob-”

“Shut up, Menken!” the other prisoners yelled in synch.

No matter how bubbly its persona, there was something inherently terrifying about giving orders to an eight-foot-tall robot.

“What do you mean, I'm wanted elsewhere?” Ultron's synthetic voice let out a petulant groan. “We haven't even had time to do knitting yet! Or paper mache!”

“Sorry, uh, sir,” the guard mumbled, tugging his uniform's hat over his face. “Warden's orders.”

“Alright, alright...” Ultron trudged off down the cell corridor, hanging his head.

The moment he was out of earshot, Rhino yelled, “Finally, he leaves!”

“Trust me...” The guard smiled, then said in a Russian accent, “...he won't be the only one leaving here today.” With a dramatic flourish, he peeled off his face to reveal a blank, white one beneath.

“*You?*” Inside his cell, Rhino's eyes lit up. “Beck's friend?”

Chameleon nodded. “That's right. And I come bearing gifts.” He held up his hands. In one was a key card, and in the other what appeared to be an oversized shopping bag.

“What's in there?” asked Scorpion from his own cell.

“Just a little something for the more theatric among you.” As he spoke, Chameleon swiped the card through a terminal on the wall. “Of course, I of all people appreciate the art of costume design.”

A cheer rang out as cell doors whirred open and inhibitor bracelets snapped off. The bad guys without subdermal armor formed a single-file line so they could receive their trademark outfits. There was Whirlwind's emerald armor, Spot's skintight polka dot onepiece, and even a certain white and pink getup.

“Thanks, pops,” the Hyno-Hustler said as he zipped up his incredibly tight pants. “You did me a real solid. Now let's book it before the Man catches us.”

“Not so fast. I've got more than just costumes...” Chameleon reached into his bag once again. “For Whirlwind, your razor-sharp throwing disks-”

“Perfect,” Whirlwind said as he accepted the gift.

“-for Scorpion, a fresh supply of acid-”

“Now we're talkin'.” Scorpion promptly set to work loading the vial into the tip of his stinger.

“-and lastly... the latest model of the OsPod.” Chameleon handed the Hypno-Husler a small, rectangular, silver device.

The Hustler thumbed through its screen, going straight for a playlist labeled “Disco's Greatest Hits.” A big, wide grin crossed his face. “I can dig it.”

“Felicia! I told you not to come back h-” Before the old man could get another horrified word out, Black Cat held a canister to his face and sprayed. *Hss*. “Ugh...” The man immediately collapsed into her arms.

“You can thank me later.” The Cat heaved him over her shoulder and then turned for the cell's

exit. “Now let's get out of here before all the excitement starts...”

For someone with no superpowers, Silver Sable could *move*. She rolled out of the way before the next wave of Hobgoblin's pumpkins hit the ground, then sprinted for the exit. Her path was quickly blocked by a snarling jungle beast, but said jungle beast was just as quickly sent to the floor by a bolas wrapping around his legs. Sable took the time to fire a couple staples into Kraven's arms and chest, leaving him roaring in pain as she rounded the corner and vanished from sight.

Mysterio started after her, but Hobgoblin stopped him. “We'll deal with her later. Right now, let's say we swell our ranks?” The glider came to a stop before the Enforcers' cells. “Hey, there. Nice to meet ya. The name's Hobgoblin, but you can just call me 'boss.'”

“Really, now?” Montana raised an eyebrow. “And why should we do a thing like that?”

“Well, gee, I suppose I could always find some other thugs to wear these...” The Goblin held up a sack. Poking out the top was a piece of fabric with a familiar-looking yellow quilt texture. “...but Tinkerer already fitted them to you guys and everything.”

“Who are you s'posed to be, anyways?” asked Fancy Dan. “Last I heard, the Green Goblin got himself blown up.”

“And was, y'know, actually green,” added Ox.

The Hobgoblin chuckled to himself. “Here's a protip for any aspiring Big Men out there – image is everything. The last Big Man wore that goblin outfit for a reason, and I guess you could say I'm stealing his thunder.”

“Sure, partner. Whatever ya say...”

Without further ado, the Goblin swiped a key card to open the Enforcers' cells, and they got to work changing into costume.

While he waited, the Hobgoblin's attention fell on a certain old man. “Ooh, sorry, old timer, I didn't pack you any mechsuits. Must've slipped my mind.” The Hobgoblin hovered outside Silvermane's cell, cackling. “Well, I suppose in light of that heart-to-heart with your little girl, you're out of the running for Big Man now, anyways.”

Silvermane merely scowled at him.

“Not that you were ever a threat in the first place, of course,” Hobgoblin shrugged. “An old geezer like you's not even worth wasting a pumpkin bomb over. I'll just wait another month or so and let nature take its course.”

“There we go,” said Montana. The Goblin's attention turned to the fully-costumed Enforcers – There Shocker stood in all his yellow couch-cushioney glory, flanked by Ricochet and Ox in their decidedly more dignified gray-and-purple mechsuits. “Now, just so we're clear, you ain't loyal to Tombstone?”

“Not one tiny bit,” the Hobgoblin said proudly.

“Good.” *Wham*. A pillar of compressed air sent Gobbie hurtling off his glider. “I'd been wantin' to do that ever since I saw yer stupid face,” said Shocker (A.K.A. Montana). “Boy, you're dumber than a cat at a canine convention.”

“Sorry, Goblin,” said Ricochet (A.K.A. Fancy Dan), “but we're more scared of double-crossin' Tombstone than we are o' double-crossin' some nut in a mask.”

“*And* your costume's really unoriginal,” said Ox (A.K.A. Ox).

By the time the Hobgoblin made it back onto his glider, the Enforcers were gone save for the faint *boing, boing, boing* of Ricochet, well, ricocheting off the walls.

“Wow,” said Mysterio, “and I thought *I* had no dignity.”

“No skin off my back,” said the Hobgoblin. “I couldn't care who those chumps work for so long as they give Spider-Man a hard time. That's what this little jailbreak's all about, my dear Mysterio – causing chaos.”

“Well, we can't cause much chaos behind bars, so I suggest we take our leave.” Mysterio gestured to the squadron of guards headed their way from the opposite end of the chamber. “But what about Kraven?” He nodded his bulbous head towards the overgrown feline, who was still struggling in vain against the various cords and staples holding him down.

“Somehow, I think we'll manage without him.”

And so, with a sweep of Mysterio's hands, the pair of villains vanished in a plume of smoke.

“You alright, Mark?” Hank gave the golden boy a concerned frown as the trio of Hank, Janet, and Mark exited an elevator, taking them onto the roof of Ryker's main building.

“Yeah, yeah,” said Mark vaguely. “Just anxious to get to the hospital, I guess...”

“Bet I can cheer you up,” said Janet, grabbing his arm. “Ever flown a Quinjet before?”

“*Janet!*” Hank gave a start. “We can't let him drive!”

“Says who?”

“It's just not-”

“*Whoa, look at that!*” Out of nowhere, Janet released Mark's arm and scurried towards a nearby flagpole.

“Thank God you found me! My arms went numb an hour ago.” At the base of it was a Ryker's guard, his hands cuffed to the pole by a pair of giant staples embedded in the metal.

“What happened?” Janet immediately pressed her palms to the staples. There was a flash of yellow light, and then they shattered like glass.

“This crazy chick stormed through here with some kinda giant staple gun,” said the guard, rubbing his wrists.

“Ohmigod, a bad guy on the loose?” Janet sounded uncannily like a kid at a carnival. She spun towards her partner, practically vibrating with joy. “Hank, c'mon, let's suit up!”

“*Janet*,” said Hank, “Ryker's has the top security in the country. I'm sure we'd only get in their w-”

“*Can't hear you too busy being a superhero bye!*”

Before Hank could get another word in, Janet vanished into thin air, leaving nothing behind but her incredibly fashionable designer outfit. Anyone with a good eye, though, might have noticed something tiny and yellow darting out the sleeve and zooming away like a bullet.

A legion of guards swarmed the cold, bleak hallways of the Vault, blocking the path of a small army of supervillains. The escapees were surrounded on both sides, but before a single guard could so much as fire his tranquilizer gun, a totally fab beat swept over the hall.

"*Drop your funky weapons, white boy!*" On the Hypno-Hustler's orders, every last guard dropped their gun to the floor and obediently stepped aside.

"Nice." The Spot picked up a tranq gun for himself, and any other unarmed supervillains followed suit. All save the Hypno-Hustler, who seemed content to be armed with just his OsPod.

The horde of villains grinned to themselves as they continued through the Vault unobstructed. One villain, however, looked troubled.

"I don't get it," said Rhino. "We're all science experiments, ain't we? But how can science give you brainwashey-music powers? And why's it *have* to be disco music?"

Another villain, one decked out in emerald armor with a helmet that made his head look like a giant bullet, turned to scowl at Rhino. "Cuz he ain't a science experiment, genius," said Whirlwind. "He's a mutant, just like me and Spot."

"No, actually, I'm a science experiment, too," said the Spot.

"Really?" frowned Scorpion. "I don't remember Oscorp ever workin' on teleportin' polka dot powers or whatever the heck you do."

"Well, let's just say Norman Osborn wasn't the only rich guy trying to break into the super mercenary business..."

"Wait a minute!" Rhino gave the Spot a suspicious glare. "If your power's to make portal-spot-things, and you ain't in your special anti-superpowers cell no more, why haven't you teleported us out o' here already?"

"Because the Vault's miles beneath Ryker's Island and I don't know my way around this place," said Spot. "You want me to accidentally make a portal to the bottom of the ocean?"

"Oh." Rhino's face flushed . "Yeah, I don't do so good underwater..."

"Look, once we get to the surface, I can 'port us to my apartment." It was hard to judge Spot's mood with his faceless mask on, but he sounded pretty smug. "And then we'll form the new-and-improved Spider-Man Revenge Squad!"

"Spider-Man?" snorted Whirlwind. "But I don't want revenge on Spider-Man. I want revenge on the-" *Zap*. Whirlwind was interrupted by a flash of yellow light hitting his face. "Agh! What the-?"

"You seriously chose the *one day* I'm here to break out of jail?" said a bouncy, bubbly voice from around his ear. "Not the brightest bunch of supervillains, are you?"

"*Tinkerbell.*" The attack couldn't have done much damage through his helmet, and yet Whirlwind looked positively livid. His eyes bulged, his nostrils throbbed, and if his teeth ground into each other any harder, they'd shatter.

“Or maybe you've just got a thing for having your butt kicked by me, in which case, I promise I won't judge.” Hovering in the center of the supervillains, hardly bigger than a pinky finger, was what appeared to be a woman in a skintight, yellow-and-black costume complete with a pair of insect-like wings fluttering rapidly on her back. There was no mask or helmet, though, letting her bob haircut hang freely.

“Hey, I've seen you on TV!” Rhino had to squint to get a good look at her. “You're that superhero chick, the Bumblebee!”

“You mean the Wasp,” said Scorpion.

“Yeah, whatever, same difference.”

“You've made a grave mistake, Avenger,” said Chameleon, stepping forward. “Someone of your... *stature* can't possibly hope to defeat us all.”

“Well, if some kid with glue-guns on his wrists can do it...” Wasp put her hands on her hips, causing her to sway a little in midair.

“Take a chill pill, you jive turkey!” The Hypno-Hustler hoisted his OsPod over his head. “You wanna boogie with the cool cats, then fine, let's *boogie!*” A funky beat stated washing over the Wasp, but before it could so much as reach the first verse, the sound abruptly cut out, and a plume of smoke erupted from the Pod. “No! My jam!” The Hustler dropped the gadget in disgust as a small army of ants emerged from its innards.

“I'd back away from my girlfriend if I was you.” Another pair of heroes charged down the hall, coming to a halt at Janet's side – Hank and Mark. Hank had apparently, much like Janet, worn his trademark costume underneath his regular clothes, though his was red and black instead of yellow and black, and in lieu of wings it included a silver helmet vaguely shaped like an ant's head.

“*The ant-guy!*” Rhino's eyes went the size of dinner plates. “*Run! Run while you still can!*” He immediately turned tail and fled, but the other villains merely traded glances... before bursting into hysterics.

“Oh no, it's Ant-Man!” The Scorpion feigned a gasp. “Gosh, I'm *so* scared!”

“What were his powers, again?” asked Chameleon, chuckling. “Shrinking and talking to insects? And he's on the same team as *Thor?*”

“Yeah, seriously, what's he gonna do?” sneered the Spot. “Sic some ants on us?”

Thirty seconds later:

“THEY'RE CRAWLING ALL OVER MEEEEEEEEE!”

“THEY'RE IN MY EYES! THEY'RE IN MY EYES!”

It looked like the villains were enveloped in pitch black clouds, only clouds didn't wriggle around quite so much. The Hypno-Hustler tore at his afro, the Scorpion spewed his tail-acid blindly, and the Spot opened up dozens upon dozens of black portals in the room. He tried to escape through them, but no matter where he went, the ant swarm simply followed through.

“Oh God, it's like those squirrels all over again!” the Spot shrieked as he clawed at his own costume. *Clonk*. Suddenly, a solid gold fist to the noggin rendered him unconscious.

“I got him!” Molten Man shot Ant-Man a smile as Spot hit the floor. “Thanks for the help, Dr. Pym.”

“Don't thank me.” Ant-Man smiled back. “Thank the ants.”

At this, Molten Man frowned. “Where'd all these ants come from, anyways?”

“Oh, I keep them on standby in these specially designed pouches.” Ant-Man gestured to the bulges in his costume's utility belt. “My costume's like a whole ecosystem for them. The biology behind it is really quite fascin-”

“Less lectures, more action, Hank!” The Wasp zoomed across the room, slamming into the back of one of the Vault guards and knocking him to the floor.

“Ow! What are you doing?” yelled the guard. “Attack the supervillains, not me!”

“For future reference-” In one sweeping motion, the Wasp returned to human size and ripped off the guard's face. “-your mask looks nothing like human skin from really close up.”

The Chameleon let loose a Russian swear word right before a bolt of yellow light from Wasp's hand knocked him out.

Elsewhere, the Scorpion was following the Rhino's lead and fleeing from the ants, but he found his path blocked by a shiny gold torso.

“Outta the way, kid!” A quick swipe of Scoprion's stinger sent Molten Man into the far wall.

“Mark!” Wasp returned to fun size and flew to his aid, but before she could reach Molten Man's side, she was sent hurtling by a sudden gust of wind. “Hey!”

Now, blocking the path to Mark was a big, green shell-head. “You ain't goin' nowhere, Tinkerbell.” In the blink of an eye, Whirlwind began revolving in place, spinning faster and faster until he looked like some sort of human top.

Wasp's palms glowed yellow again, cracking with energy. “Ugh, can't you just send me creepy texts like my regular stalkers?”

“There you are.”

The Rhino halted mere feet from the Vault's elevator, then turned to find the Scorpion crawling towards him from the ceiling.

“Never thought I'd say this, but I guess I underestimated you.” Scorpion dropped back down to the floor. “Runnin' from the ant-guy was a smart move.”

“Just cuz I'm a big guy who smashes things don't mean I'm stupid.” With a swish of his horn, the Rhino made short work of the elevator door... only to find a certain robot standing within.

“My sensors went off the moment you left your cells.” There was some intangible quality of Ultron's immobile, expressionless face that seemed... disappointed, somehow. “I'd like to remind you that leaving this prison is a direct violation of federal law.”

“Outta the way, rust-bucket.” Rhino cracked his knuckles. “We got places to go.”

“But... But breaking the law is wrong!” The blue light of Ultron's face dimmed slightly. “Didn't

you listen to my sixty-slide PowerPoint Presen-?" *Wham.* Ultron had difficulty finishing that question, most likely due to the rhinoceros horn sticking clean through his torso.

"*Shut up! Shut up, you stupid piece o' junk!*" The whole chamber shook as Rhino stomped Ultron into the ground over and over and over again. "*Newsflash, genius – We all hate you! I swear to God, every single person on Earth hates your stupid friggin' face!*" Soon Ultron was nothing but a pile of flattened scrap metal... save for his head, which clattered to the floor and rolled into the corner of the hallway.

Rhino let out a sigh of relief as he and Scorpion squeezed themselves onto the elevator (reinforced with adamantium to hold even the heaviest of imprisoned supervillains). "*Man*, that felt good."

"Never thought I'd meet someone I wanted dead even more than the Wall-Crawler," said Scorpion.

There was a faint *ding* as the elevator doors closed, leaving Ultron's tattered remains alone in the hall. For the briefest of seconds, his face-light flashed crimson before flickering out.

A silver, ant-shaped headpiece stared down at a scowling, dented one. Hank held Ultron's head close, fixing his gaze on it even as he, Mark, and Janet carried on down the hallway.

"...managed to catch all the lame ones, at least," Janet was saying. She motioned to the far end of the Vault's hallway, where the Spot, Hypno-Huster, Whirlwind, Chameleon, and Kraven were being ushered back into the cells by a squadron of guards. "But those rhino and scorpion guys got away with the rest of the Sinister Six – Wait, can we even call them that anymore? I only counted four of 'em."

"How about the Frightful Four?" offered Mark.

"Eh, that's taken."

"So, uh, what now?" Mark's shiny metal brow creased. "Guess stopping all the escaped criminals takes precedent over curing me..."

"Don't worry about it." Janet gave him a reassuring pat on the back. "Hank and I'll just, y'know, 'assemble' some reinforcements, and then we'll have these dorks back in jail before dinnertime. Right, Hank?" Silence. "Hank? Earth to Hank!"

"Huh?" Hank finally looked up from the decapitated robot. "Oh, yes, of course, dear."

"*Hank*." Janet made a show of rolling her eyes. "Don't tell me you're upset they killed Ultron. You know you can just build another one, right?"

"No, no, it's not that. I'd just..." Hank sighed. "I'd hoped the super-criminals would make more of an, I don't know, an emotional connection with him, that's all."

"Kinda hard to make an 'emotional connection' with such a little goody-two-shoes," said Janet. "Not even *I* liked him, and I'm friends with Captain America."

"Yeah... I guess you're right." Beneath his Ant-Man helmet, Hank's eyes drifted back to the head in his hands. "I made him too nice."

Exposure Therapy

Lady Liberty was back. Everything from her spiky hat to her oxidized copper skin had been recreated perfectly. It was like she'd never left. Those must've been *some* fixing-powers that mutant good Samaritan had had. Y'know, like that arcade game guy from that one Disney movie. There was probably some deep symbolic meaning in all of this – something about how mutants could destroy, but they could heal, too – but, really, Spider-Man was just glad he and the Human Torch had an awesome place to hang out now.

"Okay, this is gonna sound mean..." His mask had been rolled up to his nose, revealing a guilty smirk on Spider-Man's face. "...but you know what the one good thing about not hanging out with Sophia is?" He took a big, shameless bite of a genuine New York City hot dog. "I get to eat *actual* meat from an *actual*..." He hesitated, shooting a dubious glance at the wiener in his hand. "...uh, pig, right?"

"Don't ask questions you don't want answered, dude." Johnny laughed, then took a bite of his own hot dog. With that heart-melting smile and that boyish face of his, he looked like something straight off a magazine cover. Specifically, a magazine cover that was on fire. See, Spidey had been content to sit on Lady Liberty's hat, but the Torch had *had* to eat whilst hovering in midair, and he could only fly while on fire. Apparently, though, Johnny could "flame off" his upper torso so he wasn't getting a mouthful of ash every time he took a bite. It looked kinda freaky, actually, like some Frankenstein hybrid between a fire elemental and the lead singer of a boy band.

"Hey, Johnny?" Suddenly, Spider-Man's face grew somber. "Thanks for taking me to your therapist. Really, bro, that means a lot. After Carnage, I thought I'd be all messed up in the head, but Leo really... really..." Beneath his mask, Peter found his eyes lingering on a certain head of blonde hair.

And then there was red. *So much* red. And the blonde boy was in the middle of it, lying there in the street, and when he turned towards Peter, there wasn't pain on his face. He didn't look scared – He looked livid. "*You could've saved me.*"

And then the blood started to pool, swirling and bubbling and rising off the ground until it'd taken a humanoid shape. A humanoid shape with pure white eyes and a mouthful of jagged teeth. The creature raised an arm, its hand morphing into an ax, and then-

"Parker!"

"Gah!" Peter jolted upright in his desk. Wait, his desk? He jerked his head around, sputtering. As soon as the room stopped spinning and he could make out the replica Declaration of Independence hanging on the wall, Peter realized where he was – history class. History class? That was, like, third period! What happened to first and second period? Peter tried to think back, but his mind was a haze, and it didn't help that his neck ached like crazy from the whiplash. If he really strained, Peter could vaguely remember swinging to school after hanging out with the Torch that morning, but after that it was all a blur.

"Mr. Parker, just because you're my star pupil doesn't mean you can sleep through-" The teacher did a double-take, which was presumably when she noticed the thick layer of cold sweat on Peter's forehead. "Are you alright, Peter? Do you need to see the nurse?"

"No, no, I'm good." Peter tried his best to sit up straight and look normal. Ever since that bug bite, he'd been terrified his next doctor's visit would end with the officially documented discovery of his spider-DNA-tainted blood. Or of those little hairs in his hands and feet that let him stick to walls.

Or maybe his spider-sense would go off and Peter would kick *before* the rubber mallet hit his knee. Or maybe-

Brrring.

"Gah!" Peter was jolted back to reality by the bell. Holy moly, third period was over already? What time was it? As the class collectively rose from their desks, Peter took his phone out. He had to fight back the urge to retch, though. Peter's last phone had been smashed by a homicidal alien symbiote, so now he was forced to use that Osberry Norman had given him. Gross.

Hmm... There was a text from Gwen, but Peter was in no state to be speaking coherent sentences, let alone reading them.

Slam. The sound of his locker closing seemed to wake Peter up. Whoa, hold up, his locker? Hadn't he been in the classroom a second ago? Man, it was like his brain had switched to autopilot. Peter tried to make an indignant scoff, but all that came out his mouth was a yawn.

With the proper textbook now in hand, Peter made his way towards fourth period. The only problem was it was hard to navigate the halls when his eyes kept shutting all on their own. It wasn't that Peter didn't *want* to get enough sleep. It was just that, well, lately, sleeping had been...

Claws and crimson and the agonized shrieks of a boy as a creature let loose an inhuman laugh.

...difficult.

Peter's eyes shot back open, and for a disorienting second, he wasn't sure if he was still dreaming or not. Not three feet from him was Flash, staring up at Peter from his wheelchair with a look of concern on his face.

"H-hey, Flash." Peter swallowed. Had his throat been this dry a second ago? "What's up?"

"I've been thinking," said Flash.

"Wow, did it hurt?" The quips came out Peter's mouth all on their own, even when he was barely conscious.

"You take pictures of Spider-Man for the Bugle, right?"

Swear to God, every time he heard that sentence, it made Peter wanna punch someone in the face. "Yeah," he said, fighting to keep his voice level. "So what?" *Mention the Venom dance remix video. I dare you.*

"You, uh, you don't... get too close to the action, do you?" Flash glanced away. "What I'm sayin' is, getting too close when Spidey's fighting a supervillain can be... y'know. Dangerous."

"Oh." Well, now Peter felt like a jerk. "No, don't worry, I use, like, a zoom lens. I'm always super far away. Honest." *Ha. Honest. That's a good one.*

"Good, good. I was just asking." And with that, Flash rolled off down the hall. Peter's gaze stayed fixed on the back of his wheelchair until Flash finally vanished around a corner.

Peter shut his eyes again. *You could've saved me*. It wasn't fair. Spider-Man had saved bazillions of people, and he was bound to slip up every now and then, but... why did he always have to slip up with the ones he really cared about? Harry, Eddie, and now Flash? At this rate, it was only a matter of time before Peter lost someone *really* important. Y'know, besides the important person he'd already-

Whoa, hold it, angst alarm going off. Man, if he kept brooding like this, Spidey would have to add pointy ears and a cape to his costume. Peter took a deep breath. *Soothing thoughts, Pete. Soothing thoughts.*

Despite being caught halfway between the waking and dream worlds, Peter actually made it to fourth period early. He had to resist the urge to throw himself into his seat. The last thing Peter wanted was to destroy his desk with his spider-strength... again.

“Peter?” Naturally, Peter had chosen the desk right next to his stunningly beautiful girlfriend. “You never texted back last night. You okay?”

“Huh?” Peter shook himself awake. “Yeah, yeah, I'm fine, Gwen.”

“Do you want to visit Eddie after class?”

Peter's stomach sank. Oh, right, Eddie. Another thing to feel terrible about. “Sorry, I've gotta work, and, well...” Peter sighed, rubbing his temple. “Honestly, with the state he's in, I'm not sure it makes much difference if we visit him or not.”

Gwen didn't look totally pleased with this answer, but all she said was, “I understand.” After a moment's silence, she asked, “How'd the therapy go?”

“Great,” Peter said immediately. “It was great. I feel way better now. I'm totally fine.”

“That's good.” Gwen patted his hand, giving a strained smile.

After that, the teacher started talking, so Peter had to turn his brain towards the herculean task of paying attention. He took one last wistful look at Gwen before opening up his textbook.

Great. Just when Peter thought he'd finally gotten out of his “lying to his girlfriend” phase.

“Flash?” After three solid minutes of him sitting at the top of the staircase, staring vacantly at all the students descending it, Sha Shan finally gave Flash's shoulder a gentle shake.

“Huh? What?” Flash snapped back to alertness, immediately putting his big dumb grin back on. “Whoops, spaced out for a second. *Phtt.* What am I doing at the stairs? Force of habit!” He let out his obnoxious laugh as he spun himself towards the ramp. “Hey, wanna go to my place and practice our lines?”

“Sure. Just let me text my mom.”

Flash barreled down the ramp at top speed. Sometimes, when she looked at his face, Sha Shan almost believed that he was happy. That everything was fine.

“C'mon, Shan, let's hustle!” Flash called up to her, laughing again. “That script's not gonna memorize itself.” Sha Shan forced a smile, then followed after him down the stairs.

He was a good actor.

“Look, Leo, it's not that I don't appreciate these sessions, but...” Spider-Man rolled over on the cushion. “...I don't think they're helping.” Man, lying on a couch in costume felt *wrong*. Spidey had to fight back the urge to crawl up the wall just to feel more normal.

Leo's office was great and all – dimly lit, motivational posters on the wall, a box of tissues and a

little portable fountain on the desk, very tranquil – but Spider-Man had a hard time feeling at ease unless he was miles above the honks of rush hour traffic, breathing in smog. Yeah, this city did things to people.

"I'm still seeing Carnage every time I close my eyes." Spidey took a breath. "It's one of those – What do you call it? – flashbulb memories. I'm even having them when I'm awake now."

"Well, that's understandable," said Leo from his chair, jotting something down in his notepad. "It's not every day a space alien slices up one of your friends. You have every right to be upset about it."

"No, but, the thing is, I'm not just upset. I..." Spidey's head drooped. "I could've stopped it. It's my fault Flash is in that chair."

"Spider-Man..." Leo looked up from his pad to meet the whites of Spidey's mask. "It's not my job to tell you how to feel, but I think you should at least explore the possibility that you're suffering from a misplaced sense of guilt."

"It's *not* misplaced!" snapped Spidey. "If I'd returned the symbiote sooner, it would never have bonded to Eddie, and I'd have never had to feed it the gene cleanser that made Carnage!"

"Well," said Leo, straightening his square glasses, "I don't pretend to be an expert on alien biology, but from what you've told me, it sounds like the symbiote got in your head. Can you really blame yourself for being brainwashed by an alien?"

"It doesn't matter," said Spider-Man. "The symbiote made them worse, but they were still *my* thoughts. *My* actions. *My* responsibility."

"Now, hold on a second," said Leo. "I didn't say if you were *responsible* or not. I said you felt *guilty*."

Spidey cocked his head. "What's the difference?"

"Responsible is what you are. Guilty is how you feel." Leo set his pen and paper on his desk, turning his full attention to his patient. "Let me tell you a little story. A couple weeks ago, I was driving to work like I do every morning. Now, not to brag, but I'm an amazing driver. Been doin' it for fifty years and I ain't never got a ticket." He smirked for a second, but it quickly faded. "But that morning, something was different."

"Were you okay?" Spidey sat up, startled. "Did you have, like, a heart attack behind the wheel?"

"No." Leo chuckled. "Well, almost. See, that was the day that big, purple alien with the goofy helmet came to Earth."

"Oh." Beneath his mask, Peter blinked in surprise. "Galactus."

"Yeah, that's the one." As he spoke, a faraway look overtook Leo's eyes. "See, the news tried to say it was all some hoax, but I was there. I saw every blink and grimace of his gigantic face. Felt the streets shake every time he took a step. He was real."

Y'know something weird? When Reed Richards, the smartest man on the planet, had told Spider-Man that Galactus was real, Spidey had still kinda doubted it. He hadn't honestly accepted it deep down in his bones. And yet somehow, when this random old dude said it...

"What did you do?" Spidey asked, hushed.

“Whattaya think?” Leo laughed again, but this time he sounded more than a little bitter. “I screamed like crazy, swerved, and had a...” He stammered, shutting his eyes. “...a traffic accident.”

“Oh.” Spider-Man bowed his head. “I'm sorry.”

Peter was too young to recall it himself, but he'd heard that every American adult remembered exactly where they were when Nine-Eleven happened.* Well, Peter assumed that rule applied to alien invasions, too.

**Despite the Spectacular Spider-Man cartoon running from 2008 to 2009, this fanfic is set in the year 2015, when I started writing it. That's Marvel's patented sliding timeline in action, folks! – Beauteous Bandragoness*

The sad thing was, Leo’s story hadn’t exactly been unique. There’d been plenty of pedestrians to run to the ER that day – People weren't prone to remember to look both ways before crossing the street when they were busy fleeing a skyscraper-sized alien.

“Now, was I *responsible* for that accident?” asked Leo. “Of course. *I* was behind the wheel. It was *my* car. *My* actions. But do I feel *guilty?*” He shrugged. “I don't know. Could I have really been expected to act any different when I was staring down a *god?*” He sat there for a minute, lost in thought. “Right now, our world's being subjected to things we can barely comprehend – gods, mutants, aliens – and I don't think wrinkled old men and scared little boys ought to be expected to have all the perfect responses to that.”

“Yeah,” Spidey said faintly. “I guess you're right.”

Leo was wrong! Spider-Man knew where he was coming from, but Spidey couldn't bring himself to agree with the guy. And it didn't help that he'd backhandedly called Spider-Man a scared little boy...

Thwip. Spidey swung furiously through the city. He wasn't even headed towards Queens – He was wandering aimlessly, and at top speed to boot. Spider-Man was literally going nowhere fast.

So what if they lived in a world full of aliens and magic space rays and who knew what other weird crap? What was Peter supposed to do, go back home and hang up the tights so he could watch TV and eat nachos all day? Ugh, Peter was sick of all this navel-gazing. Yes, okay, he was scared to death of Carnage, Peter admitted it, but if he kept letting it get under his skin, Spider-Man was gonna turn into one of those whiny, angst-ridden superheroes that were all the rage these days.

Thwip. Spider-Man was so lost in thought, he hardly even noticed the awesome flip he did around the Empire State Building's lightning rod.

Leo didn't get it. Spider-Man didn't abide by “great power, great responsibility” to be all self-righteous. He did it because... because he didn't want to lose anyone else. Not even Flash Thompson.

“Help! Help! My bag!”

Spider-Man was just close enough to the ground to hear the panicked cries of a woman in peril. He dropped down to a lamppost right as a scraggly haired guy sped by with a Hello Kitty purse in hand.

Thwip. “I could be wrong, dude, but I've got a feeling that's not yours.”

Oh, thank God, Spider-Man loved purse snatchers. There was nothing introspective about purse snatchers.

Y'know something else weird? New York City was the superhero capital of the world. You could go to any random crevice in Manhattan, poke a stick in it, and some superheroes would crawl out. They were everywhere, and everybody knew it. So then why all the crime? Well, there wasn't much *organized* crime anymore with the feds cracking down on Tombstone, but there were still oodles of petty thieves and vandals and jaywalkers and lord knew what else.

If, in some bizarre parallel world, the Daily Bugle was actually right and Spider-Man *was* a menace, there's no way he'd stay in Manhattan. He'd at least commit his crimes in Jersey or something so the dozens of heroes ready to kick his butt wouldn't be able to *literally walk down the street* to find him.

The point is, Spidey spent his whole weekend cracking down on NYC's numerous crooks. With curfew lifted, all Peter had to do was call Aunt May to say he'd be working late (which *was* true from a certain point of view), and he could stay out as long as he wanted no questions asked. Oh, don't look at him like that. Peter was a super genius. He could get all his homework done Monday morning. In fact, since Spider-Man was spending as much time as he could fighting crime, when you thought about it, it'd be massively irresponsible of him *not* to put his homework off until Monday morning.

“Boom! Caught this guy robbing an ATM!” A triumphant Spider-Man deposited a bundle of webbing onto the floor of the NYPD.

“I want my lawy-” *Thwip*. The criminal found his mouth obstructed.

“Wow, how many is that today?” From the far side of the room, Sergeant DeWolff shot the Web-Head a scowl, her coffee mug raised halfway to her lips. “Twelve?”

“Yeah,” said Spider-Man, turning to leave. “Actually, I'm kinda running out of mooks to web up. It's getting a little boring.”

“I know a criminal you can catch,” DeWolff said dryly. “There's this crazy guy running around Manhattan, wanted on over five hundred separate counts of assault since last summer.”

“*Seriously?*” Spider-Man nearly tripped over himself in excitement. “I bet I can catch him! What's he look like?”

“Well, he wears this stupid costume...”

“Is it Daredevil? It's Daredevil, isn't?”

DeWolff gave him a pointed stare.

“Oh,” said Spider-Man.

After that, he politely excused himself from the station.

Man, had Spider-Man really been complaining about too much crime a few hours ago? Now there wasn't *enough* crime. He needed something to do and/or someone to punch. It wasn't that Spidey was one of those violence crazed maniac vigilante types. It was just... when he was busy fighting crime, his mind was off of Carnage. Heck, Spidey didn't even feel tired anymore. He was more

awake than ever.

Spider-Man yawned.

Okay, fine, he admitted it, he was getting sleepy. Sue him. Spidey perched himself on the side of a building, retrieved his Osberry from his handy-dandy utility belt, and texted “Home in 5 mins” to Aunt May. Now all he had to do was swing back to Queens and-

“Hey! Hey, Spider-Man!”

A guy was waving at him from down on the sidewalk. A guy with a beard that went down to his knees, an oversized backpack, and a thick layer of grime over his entire body.

Spider-Man held back a sigh. “Yeah, dude?” He dropped down to the street beside him.

“I hate to bother you, man, but, uh...” The guy glanced away. “I really need to get to Washington Heights, and- and I can't afford a cab.”

“Uh... yeah.” Spider-Man stuck a discreet hand back into his utility belt. “It's your lucky day. I was just headed there.”

Peter felt his wallet. Actually, giving this guy a couple bucks would be way cheaper than the cost of the web-fluid wasted on a trip, but you know what they say. He might spend it on drugs or something.

The sigh couldn't be held back any longer as Spidey pulled out his phone again to text, “Make that half an hour.”

“Gwen? I'm home.” Captain Stacy shut the door behind him, then hung up his coat. He strolled into the living room to find his daughter slouched over on the couch, her glasses halfway off her face, staring at a blank phone screen. “You alright, dear?”

“Yeah, I'm fine,” Gwen said dully. “Just haven't heard back from Peter in a while. That always makes me paranoid he's been kidnapped by Doctor Doom or something.”

“Really, he hasn't texted you?” Her dad frowned. “My men say he's been swinging aimlessly around the city all day.”

“He's been so flaky lately!” Gwen rolled over on the mattress. “Guess I don't blame him, though. Losing Eddie so soon after losing Harry again...” She faltered. “But it's like the only way Peter knows how to deal with all this crap is by putting on a costume and beating up criminals! And I just don't think...” Her eyes squeezed shut. “...don't think it's a good idea for his long-term welfare. Dad, can- can you promise me you'll watch out for him?”

A hand came to rest on her shoulder. “I promise.”

“*Peter... Peter... wake up.*”

Slowly, Peter opened his eyelids, rubbing out the blurriness as the sun streamed through the window... and the first thing in his line of sight was a big, red, humanoid figure with milky white eyes.

“Gah!” He nearly jumped onto the ceiling before Peter realized it was only his costume sprawled across the desk chair. “Oh, man.”

As soon as he was sure he wasn't experiencing cardiac arrest, Peter stashed his costume in his backpack and then opened the bedroom door to find Aunt May waiting for him.

“Gwen's father is here to see you,” she said, smiling at him. “Said he needed to talk to you about your criminology homework.”

“Cool, I'll be right down.”

Criminology homework? But Gwen's dad hadn't assigned any homework this weekend... meaning that had to be code for Peter's “extracurricular activities.” As soon as Peter was sure his hair wasn't sticking up funny, he bolted downstairs to the living room, where Captain Stacy was waiting by the front door.

As soon as Peter got near, Gwen's dad grabbed the remote from the coffee table, turned up the TV (in case any little old ladies happened to be eavesdropping), then said in a low voice, “We need to talk.”

“Sure,” Peter whispered back. “What's up?”

“If you remember, Peter,” Gwen's dad began, “I told you I only tolerated your vigilantism out of necessity – You can take out threats the police can't. But there hasn't been any supervillain activity since that red monster attacked Westchester...” His brow creased. “So then why have Spider-Man sightings been up six-hundred percent in the last two days?”

“Oh.” Peter shrank. “Well, I, uh...”

Gwen's dad sighed. “Peter, it's been weeks since the Green Goblin died, and the Big Man power vacuum hasn't been filled yet. Believe me, the NYPD has the city's crime under control – The world doesn't rest on your shoulders. You should be playing video games, hanging out with Gwen, doing your homework... You deserve to be a normal kid, Peter.” He gave a sad smile. “You know, if there's anything you need to talk about...”

Peter stared at him. Maybe it was just because he'd met actual telepaths before, but Peter couldn't shake the feeling that Gwen's dad was reading his mind. Yeah, he had Leo for therapy, but Peter couldn't tell Leo *everything*. Not without compromising his secret ID. Couldn't mention that Eddie had been his best friend, couldn't mention that Harry was the second Green Goblin, couldn't... couldn't say the name Walter Hardy.

Peter shut his eyes. He wanted to say it... to say everything... but he could hear Aunt May's footsteps at the top of the stairs. Instead, all he said was, “Maybe you're right. Guess I should take a break for a while.” Of course, what Peter didn't mention was that if he took a break, he'd start seeing Carnage's ugly mug again the next time he shut his eyes.

“I’m glad to hear it.” Gwen's dad smiled again, but his eyes lingered on Peter a while. “Well, guess I'd better get going.” He turned for the door.

Okay, Peter had *been* planning on throwing on his costume and going on patrol first thing this morning, but, well, maybe instead he'd pour himself some Cocoa Puffs, text Gwen, and watch some-

“*-breaking news of a massive security breach from Ryker's Island Penitentiary. Reports are still coming in, but we can confirm that among the Vault escapees are the superhumans Alex O'Hirn and Mac Gargan, as well as several high profile criminals who have no superhuman abilities but are still considered highly dangerous by police. The growing list includes Jackson Brice, Raymond Bloch, Daniel Brito, Walter Hardy-*”

-TV.

Physical Therapy

“Hello, America, this is Dilbert Trilby reporting.” A brown-haired man in a crisp, gray suit stared sternly into the camera. “In light of yet *another* supervillain prison breakout this morning, many New Yorkers are forced to yet again ask themselves... is the city safe to live in anymore? This is the question we posed to the people of Manhattan today, and these are their answers.”

The camera cut to footage of a random passerby on the streets with a microphone shoved in her face.

“Really? Another breakout?” the woman said, dazed. “What are those jails made out of, rice paper?”

Then it cut to a random hobo:

“It's cuz Ant-Man and Wasp were too lame to stop them,” he said, authoritative. “Why don't the Avengers let that silver guy with the surfboard join? He'd take out all the bad guys like THAT!” He snapped his fingers.

Then it cut to some old guy in the middle of a game of chess:

“Supervillains in New York? Gimme a break!”

Then it cut to a little boy bouncing with excitement at his mother's side:

“Oh! Oh! Last time, the Sinister Six attacked Ravencroft to bust out Dr. Octopus and Electro! I bet they're gonna do that again!”

“I want these two in maximum security STAT! Let's move it, people!”

A short, pudgy man in a hospital gown and a tall, spindly man in a containment suit were ushered down the hall by a squadron of guards. The guards kept their tranq guns pointed in a circle around the supervillains, as if they were expecting an attack to come from anywhere.

“Well, at least you're *trying* to put up a defense,” said Otto. “It's reassuring to know I won't be outwitting *complete* imbeciles this time.”

“Can it, you narcissistic cephalopod!” snapped a guard, swinging his barrel into Otto's face. “We're armed to the teeth. This time, your little henchmen aren't getting within fifty feet of-”

Boom. The next instant, guards and staff alike were screaming as an entire wall collapsed. The dust cleared to reveal a massive, gray, hulking figure standing in the rubble.

“Outta the way.” Rhino crouched into a charging stance. “Unless you wanna find out if Ravencroft guards are as fragile as Ryker's ones.”

“Fire! Fire!” Naturally, the guards unloaded their tranq guns, but it had no effect. When the smoke cleared, the reason why became obvious – Namely, the gas mask on his face.

“The heavy rounds!” barked the squad leader, stumbling backwards. “Use the heavy rounds!”

But before the guard at the back could so much as lift his bazooka, the entire squadron suddenly fell to their knees. “What the-?”

“That's right, Earthlings!” a voice cackled as the hall filled with pea green fog. “Kneel before the rightful rulers of this meager hunk of rock you call a planet!”

“Ah, Mysterio,” Otto said mildly. “You're right on time.”

A caped, bubble-headed form emerged from the smoke to hand Otto a gas mask of his own (Electro's came built into his suit). “I suggest you put this on quickly,” said Mysterio. “Primitive as it is, this human technology will protect you from my neural spores.”

“Will you drop the 'alien' bullcrap already?” Scorpion scurried across the ceiling overhead, a mask stuck his face to match Rhino's. “It's about as believable as my ex-wife's-”

“Enough prattling!” Otto clicked his own gas mask into place. “Rhino, take care of Electro's inhibitor bands.”

“Sure thing.”

Electro held up his wrists so he could break off the bracelets via Rhino's horn. With the bands off, Electro could roll back his helmet, letting the crackling ball of electricity dance freely around his head. “Finally! Thanks.”

“No problem.” Rhino nodded, then reached for something at his hip. Apparently, in addition to the gas mask on his face, he had an enormous belt around his waist that carried a pair of oversized cylinders. Rhino detached one with his massive hand, popped open the top, yanked off his mask, and guzzled down a whole stomach's worth of water.

Electro raised an eyebrow (though it was hard to tell through the lightshow that was his head). “What's that for?”

“Me and Scorpion can only sweat through our face,” said Rhino, handing the second cylinder to his arachnid-themed comrade. “We gotta make sure we stay nice and hydrated so we don't pass out.”

“But won't that just make you really have to-? Wait.” Electro's eyes darted to Rhino's lower waist. “Come to think of it, how *do* you-?”

“How do *you?*” countered Rhino.

“Touché.” Electro's attention turned to Scorpion. “Anyways, aren't you one of the newer supervillains? Since when are you loyal to the Doc?”

Scorpion shrugged. “I'll work for anyone so long as the pay's good.”

“I would've liked to swell our ranks even more, but Rhino and Scorpion were the only ones to escape the Vault.” Otto smirked to himself. “I suppose we'll have to settle for six members. Funny how it keeps working out that way.”

“Wait! Wait! We'll join you!” Suddenly, a pair of voices from a nearby padded cell started making a racket.

“Oh?” Otto turned towards the cellmates. One was a dark-haired boy with oversized spectacles while the other was an overweight man sporting a neckbeard. “And what do you two have to add to the table?”

“I can bring video game characters to life!” said the boy. “Well, actually, they're just astral projections. More like holograms, really-”

“And I'm a grizzly bear on all levels except physical!” said the man.

“Yeah, don't call us, we'll call you,” said another voice. With a *whirr* of his glider's engine, the Hobgoblin swooped into the hall through the Rhino-sized hole in the wall. “The guards outside are taken care of, so what do you say we blow this popsicle stand?”

“What?” Electro did a double-take, looking back and forth between Otto and Hobgoblin. “I thought the Green Goblin was dead! Since when is he workin' with you, Doc? And since when is he orange?”

“Ah, yes, forgive me for leaving you out of the loop.” As he spoke, Otto strolled his way towards the hole in the wall. “I'm afraid the Hobgoblin and I had to arrange this coup in secret. Escaping from prison is an insultingly easy matter, but only if you have a friend on the outside – As I'm sure you're well aware.”*

**Doc Ock is alluding to the time Electro helped him bust out of jail way back in Spectacular Spider-Man ep 11, Group Therapy, as any Marvelite worth their mustard will remember! – Continuity Police*

“Y'know, I'm surprised you two get along so well,” said Scorpion. “I'd think you'd be fightin' over who gets to be the Big Man or whatever.”

“We'll cross that bridge when we get there,” shrugged Hobgoblin. “But as for now, let's just say Otto and I have bonded over our mutual hobbies...”

Just then, there was a sudden rumble, followed by a metal harness pulling itself through the hole in the wall, supported by four mechanical tentacles.

“...such as bug-squishing.”

Dilbert Trilby's face was plastered on the TV again.

“...dramatic footage from the rooftop of the Bliss Private Hospital, where earlier tonight the team of supervillains known as the 'Sinister Six' grabbed a camera from a gathering news crew to deliver a dire message.”

The footage cut to a close up of Doctor Octopus's face. His glasses had been traded for those menacing eyepieces of his, his hospital gown had been traded for his trademark brown trenchcoat, and considering his hands were free, it was a safe bet the camera was being held via his newly-returned tentacle-arms.

“Listen well, Spider-Man. We both know you can't resist playing the hero. Come to this hospital rooftop so my associates and I can execute you, and come *alone* – no police, none of your superhero friends – or else we'll- Hmm...” He glanced off-camera. “Let's see, shall we have Rhino topple the building or simply have Electro cause a blackout? I do believe there are several life-saving surgeries scheduled for tonight.” He looked back to center-screen. “Well, you get the idea. See you soon, arachnid.”

The screen cut to black.

“Hey-!” On the other side of the TV, Peter spun towards Gwen, startled. The two of them had been camped out in Gwen's bedroom, holding on to every word of the news until Gwen had grabbed the remote. “Gwen, what are you-?”

“You can't fight them!” Behind her glasses, Gwen's eyes were bulging. Peter could hear her heartbeat loud and clear, and super-hearing wasn't one of his powers. “It's a death sentence!”

“Gwen, Gwen, calm down!” Of course, Peter wasn't thrilled at this news, either, but he couldn't let it show. Gwen was upset enough without the big strong superhero freaking out, too. “It's okay. I've beat the Sinister Six before.”

“Yeah, and your biggest handicap back then was a burnt tongue!” snapped Gwen. “You weren't half-delirious and sleep-deprived from saving people all weekend long.”

“I...” Peter faltered. She had a point. Right now, Peter could barely lift his head without his muscles screaming in protest. Heck, he didn't even *want* to throw down with Sinister Six version three. What he really wanted was to drop everything and hunt for Walter Hardy... except Walter Hardy wasn't holding up a hospital full of innocent people at the moment.

Peter took a breath. “It doesn't matter, Gwen.” He sat up on the mattress, gently resting his hands on her shoulders. “If I don't do something, people will get hurt. That's what 'great power, great responsibility' means.”

“But you don't *have* great power right now!” Gwen was beginning to sound more than a little frantic. “You look like you'd get knocked over by a light breeze!”

Peter gave a feeble smile. “I'm less exhausted than I look. Honest.” *Honest.* There was that word again.

“Can't you let someone else handle this?” Gwen asked, sullen. “The police or- or some other superhero-?”

“You heard Doc Ock,” said Peter. “If the Six see a Quinjet flying their way or anything, they'll start killing hostages.” Besides, not to diss New York's other costume-clad hero-types, but they'd never exactly been a great help before. Peter supposed the other supers were too busy fighting aliens in outer space or traveling to different dimensions to focus on the local supervillainy.

Gwen bowed her head, defeated. “What do I tell your aunt?”

“Say the Bugle asked me to take pictures of the fight.” Peter kissed her forehead, then grabbed his backpack from the foot of the bed. “From a safe distance, of course.” He unzipped it to reveal a bundle of red and blue spandex.

By now, Peter was a master quick-change artist. Not a moment later, a fully-uniformed Spider-Man was unlatching Gwen's bedroom window.

“Peter?”

He glanced back.

“Are you *sure* you have to do this?”

“Gwen, I-” Spider-Man swung his head back around... only to find a crimson creature baring its fangs at him, its claws dripping with dark liquid. Spidey flinched and did a double-take.

A tree. It was just a tree outside.

“Yeah. I'm sure.”

Thwip.

Ow! Geez, even just web-swinging made it feel like Spider-Man's arms were gonna get torn out of their sockets. Every last cell in his brain was shrieking that Peter needed to nap for at least twelve hours, but he tuned them out.

The patients. Think of all those emergency room patients who need surgery. The emergency room... like where Flash had been sent...

Peter only hallucinated Carnage four or five more times before arriving at the hospital.

He perched himself on the wall of the neighboring building, studying the Sinister Six from afar. Spider-Man could see their silhouettes against the city lights. Their backs were turned to him, and it looked like Kraven and Sandman had been swapped out for Scorpion and Hobgoblin. The old order changeth and all that.

Okay, okay, he could do this. Spidey had the element of surprise. He would simply knock Electro into Rhino's face, electrocuting them both unconscious, then web Hobgoblin's pumpkin bombs and swing 'em into Doc Ock's metal arms, then punch Scorpion and Mysterio really hard over and over again until they passed out. Easy peasy.

There, plan formed, now Spidey needed to hurry up and beat the Six. He'd like to line his costume with rubber or something before kicking Electro, but he had a feeling if he took too long, the Sinister Six would take out their impatience on the hostages.

Alright... Spider-Man took a deep breath. Here went nothing. Ow, ow, even breathing made his chest ache.

“Please, hold the applause! I'm blushing!” Spider-Man pounced towards the rooftop. His foot made a beeline for the back of Electro's head... “Agh! Wha-?” ...and promptly sailed clean through it.

Spidey hit the pavement just in time to see all six supervillains flicker out of existence as the rooftop filled with pea green fog.

“An amusing effort, Earthling,” said a booming, British voice, “but I'm afraid you fell right into our trap.”

“'Earthling?'” Before he could so much as make a smart remark, Spidey's sense tingled and he found himself dodging a sudden scorpion stinger from the smoke.

“That is correct.” Beside Scorpion, Fishbowl-head himself emerged from the fog, his fists resting smugly on his hips. “I, the M.Y.S.T.E.R.I.O. hive mind of Planet Oiretsym from the Xisretsinis galaxy, have finally revealed my true form – or at least the closest your feeble human mind can come to comprehending it.”

“Right, riiiiiiiiiiight.” Spidey swung at fist at Mysterio, but, surprise, he was another hologram. “So you were just *pretending* to be a bowl cut-wearing loser. Got it.”

The next thing he knew, there was an entire Rhino charging at Spider-Man's face. He flinched, but... his spider-sense didn't tingle. Rhino passed straight through him without leaving a dent. Oh, another hologram.

And then, of course, his spider-sense *did* tingle and Spidey found himself backflipping over the *real* Rhino, who'd charged in from the opposite direction.

“See how my alien mind tricks make you question the very nature of reality itself?” The Mysterio-hologram let out a hearty laugh. “And now I shall unleash my spawn upon you.” He started waving his arms, chanting, “*Credo Elvem ipsum etiam vivere!*”

With another plume of smoke, a horde of gargoyles – sorry, a horde of *winged aliens* appeared around their master.

“*Kill the spider!*”

“*Kill the spider!*”

“*I've forgotten what I started fighting for!*”

Spider-Man tried to dodge, but space was limited on this rooftop. He couldn't tumble out of the robots' flight path without tumbling into range of Scorpion's tail or Hobgoblin's pumpkin bombs, and, honestly, Spidey's reflexes weren't at peak performance right now. One of the bug-bots actually nicked his shoulder before he could smash them all.

“Why-? *Ow.*” Spidey clutched his wound, backing towards the edge of the roof. “Why would a space alien speak Latin?”

“What?” Mysterio gave a start. “Oh, well, um, obviously, my race was the one who taught humans language when we visited them thousands of years ago, just as we taught them irrigation and agriculture.”

“Huh.” Spidey contemplated this as he tumbled out of the way of Scorpion's projectile acid. “That sounds kinda like the plot of the fourth Ind-”

“*Don't you dare speak of that atrocity in my presence!*” Mysterio's accent was all but abandoned as he started ranting and raving, swinging his arms wildly. “*I was hired to do the practical effects for that movie! It was going to launch my career! I had the most convincing prairie dog puppet I'd ever built all ready to go, and then some IDIOT decided to replace it with CGI!*”

“Hey, look on the bright side,” Spider-Man said as he dodged some swipes of Doc Ock's tentacles. “At least Disney bought Lucasfilm, so the fifth one probably won't be terrible.”

“*Yes, but Disney's purchasing habits led to some REALLY GOOD CARTOONS getting canceled!*”

“Alright, Mysterio, you've had your fun.” Suddenly, the fog dispersed as Hobgoblin swooped his glider down onto the center of the rooftop. “Give someone else a turn to monologue.” He tossed another pumpkin bomb.

“Hobbie, is that you?” Spidey tried to swing it into Doc Ock's arms, but he just hit another hologram doppelganger. Darn, this had been so much easier in his head. “I can never tell you apart from all the other lame Green Goblin impersonators. There's the Orange Orc, the Burgundy Bugbear-”

“That's enough!”

Both Spider-Man's and Hobgoblin's heads shot around. Electro was standing by a fusebox by the door to the stairs, and Doc Ock was looming over him, lifted into the air by his tentacle arms.

“I've heard about as much quipping as I can stand,” said Doctor Octopus, his eyes narrowing behind his eyepieces. “Get on your knees with your hands over your head, arachnid. I assume you remember the threat we made on the news regarding those surgeries.” He looked down at Electro,

whose hands crackled threateningly in front of the fuse box.

Spider-Man froze, and for a second, he hated to admit, he considered following the orders. But then a thought struck him – Max Dillon wasn't some generic, emotionless evil mook like in a video game. All he wanted was a cure for his electric skin condition, right?

“Really, Electro?” Spidey cocked his head. “You'd seriously murder a whole building of innocent people over, what, petty revenge?”

“I- Well-” Electro sighed and shut his glowing eyes. “Alright, you caught our bluff. I wouldn't.” He drew back from the box.

“I knew it.” Spidey found himself smiling. “Now if you'll just stop terrorizing everybody and cooperate with the system, I know they'll find a cure for-”

“*But I'd gladly murder YOU!*” *Zap.*

Okay, maybe Spider-Man *should* have lined his suit with rubber. His spider-sense went off like a foghorn, but electricity kinda tended to move fast, and Spidey's reflexes weren't exactly at peak condition. He found himself hurtling off the roof like a ragdoll.

Of course, Spider-Man's muscles had already been aching like crazy, and the electrocution *really* didn't help matters. It was all he could do just to close his fingers around his web shooter so he wouldn't go splat on the pavement. Good thing that “proportional strength of a spider” thing applied to Spidey's heart, too, or else he'd be deader than the Hypno-Hustler's gimmick.

Spidey tried to swing away to recuperate, but before he could even make it halfway through the arc, a metal tentacle wrapped around his leg. “Agh!” Spider-Man was yanked back onto the rooftop and dangled upside-down by his foot. “Uh oh. I've seen enough hentai to know where-”

“Shut up!” *Smack.* One of Ock's tentacles stopped Spidey mid-quip. “I can't even begin to articulate the glee it will bring me to silence that incessant chatter of yours *forever.*” The arm slammed Spider-Man onto the pavement.

With a grand effort, Spidey managed to peel himself out of his crater – only to immediately be flattened again by a charging Rhino.

It was getting hard to see the Sinister Six behind all the stars in his vision. Spider-Man was no stranger to pain, but he wasn't sure he could take much more of this. His spider-sense was literally buzzing nonstop. The villains made a distressingly tight circle around the hero – Rhino cracking his knuckles, Scorpion tensing his stinger, Mysterio conjuring his robots, Electro sparking his palms, Hobgoblin readying his bomb, Doc Ock raising his tentacles, Carnage morphing his hand...

Spider-Man tried to move, but his limbs were having a bit of trouble following orders. Maybe... Maybe he could take a second to rest right here... He *had* been meaning to sleep lately... Been so tired all weekend... Eyelids were shutting all on their own. Head throbbing. Throat dry.

Spidey managed to keep his eyes open long enough to see the claws on one of Ock's tentacles start spinning around like a saw blade. It was getting hard to think straight with his head throbbing so much...

Whrrrrrrr. The blade drew nearer.

Spider-Man's eyes squeezed shut-

Whrrrrrrrrrrr-

-and Gwen's worried face flashed behind them.

-rrrrrrrrrrrrrr-

He was so stupid. Why hadn't he listened to her?

-rrrrrrrrrrrrrr-

You could've saved me.

-rrrrrrrrrrrrCLANG.

Wait, clang? Spidey opened a cautious eye. When he realized the sight before him, both eyes went wide. It felt like he'd been hit by Electro again, and judging from their faces, the Sinister Six were feeling the same way. Ock's tentacle had been blocked by something round. Something... *spangly*.

For a second, Spider-Man thought he was seeing things again, but then he felt a firm hand grip his own. He... He couldn't touch this hand. He wasn't worthy! Spidey couldn't believe it. It was him. It was really him. There was so much red... and white... and blue. Brain... confused. Tongue... not... wording... words... good.

“On your feet, solider.” Captain America helped Spider-Man upright.

For some reason, the only coherent thought Spider-Man could form was, *Hummina hummina hummina.*

“Oh God, it's him!” Rhino was the first to turn tail. “He just fell out of the freakin' sky!” Mysterio and Scorpion were quick to follow suit.

“Where are you dolts going?” Ock yelled after them. “It's six against two. We can take them!”

“You don't get it, Doc!” said Electro, taking a step backwards. “He's gonna say it.”

Doc Ock raised an eyebrow. “Say what?”

On the far side of the roof, Captain America raised his star-spangled shield into the air. “Avengers...”

“HE'S SAYING IT HE'S SAYING IT RUN FOR YOUR LIFE!”

“...assemble!”

Termination Session

Picture the noise a teenage girl makes when her favorite rockstar winks at her at a concert. Now picture that noise coming out Spider-Man's mouth.

This was real. This was happening. Even when he'd started superheroing, Peter had never dared to dream he might actually meet this guy one day. But there he was, standing there all patriotic and valiant. His mighty shield strapped to his arm. A big star on his chest. An "A" on the forehead of his mask with a pair of little white wings right above his ears. On any other human being on Earth, it'd look amazingly stupid, but not on Steve Rogers.

From within his crater in the roof, Spider-Man's head went skyward. There was a red and white jet hovering above the hospital – one so sleek and modern, it made the X-Men's look like a toy. Spidey had seen Quinjets zooming out of Avengers Tower from afar, but up close, it was like a whole different vehicle. Spider-Man was so awestruck, he could hardly even feel his crippling injuries.

And then that word rang out across the rooftop: "Assemble!" It sent a shiver down Spidey's spine. And just when he thought he couldn't get more starstruck, another figure ejected from the Quinjet. But this one wasn't merely skydiving like Cap had – The person was flying towards them, propelled by little jet streams from his feet and palms.

Clang. The newcomer landed on the rooftop beside Cap and struck a pose. You'd be forgiven for thinking it was merely a hot rod red-and-gold-painted robot, but there was actually a person squeezed inside there.

The first thing Iron Man did was look up at the Hobgoblin. You could practically feel the smirk oozing out from behind his helmet. "What's that supposed to be, a glider and battle armor? Oh, and a little purse to carry your bombs? Aww, that's cute."

Before Hobgoblin could so much as open his mouth, a missile launcher unfolded from the Shell-Head's shoulder and turned his glider into a pile of scrap. This was followed up with a repulsor blast from Iron Man's palm, sending the Goblin skidding across the pavement.

Behind his mask, Peter's eyes bulged. Holy cannoli. It'd taken *him* a whole fight scene to beat the Hobgoblin!

"This an Oscorp glider?" Iron Man skimmed over the glider's wreckage. "Hmm, yeah, at a glance, I'm already seeing, like, twenty ways this violates Stark Industries' patents."

Naturally, by this point, the rest of the Sinister Six had scattered in terror. Electro and Mysterio made a bee-line for the stairs, but Rhino was too big to fit. He looked like he was considering diving off the rooftop, but he was stopped by a tentacle grabbing his shoulder.

"Where are you going?" Dr. Octopus snarled. "Topple the hospital like we threatened!"

"Oh, right, uh-" Rhino turned to the pair of Avengers guarding Spider-Man. "Listen up, heroes! Back off now, or I stomp my feet and send this whole buildin' down!"

Iron Man folded his arms. "Go ahead."

"I- I'm warnin' you!" A bead of sweat trickled down Rhino's face. He took a breath, then raised a foot in the air to stomp- "Agh! Wha-?" -and promptly shrank to the size of a penny.

“Alexander.” A winged ant hovered before Rhino's face, its rider giving him a stern glare. “I'm *very* disappointed in you.”

A shriek escaped Rhino's mouth. “No, please! Anyone but you!”

“What the-?” Scorpion spun towards the spot where a regular-sized Rhino had stood a second ago. “Where'd the ant-guy come from?”

“Oh, he's been here all along,” said a voice by his ear. “He was just so small, you couldn't see him.”

“Hey- *Gah!*” Scorpion impulsively turned his head and received a blast of yellow energy to his eyes courtesy of the Wasp.

“Watch where you're going, you lumbering oaf!” Doc Ock's arms nearly tripped over themselves dodging Scorpion's flailing tail.

By this point, a great deal of condensation had formed on Mysterio's helmet. “S-Stay back!” he bellowed, backing towards the stairs. “I have alien spores and I'm not afraid to use them!” He reached for the gauntlet on his wrist.

“Guys!” Spider-Man yelled. “He's got paralytic gas!”

“On it.” Cap's shield whizzed through the air, conked Mysterio right in the fishbowl, and then returned to sender like a boomerang. Mysterio toppled over – Apparently, bubble-shaped helmets weren't the best at warding off concussions.

Ock turned his death glare on Electro. “Cause the blackout!”

Electro gave a start. “But- But Doc-”

“*Now!*”

Electro swallowed, then sent a reluctant bolt of electricity towards the hospital fuse box... but the bolt never reached it's target. Instead, it swerved and flew off towards the sky.

Ock's nostrils flared with unbridled rage. “What was *that?*”

“It wasn't me!” yelped Electro. “Something messed with my-”

He was cut off by a thunderclap.

“So,” said a voice that made the ground shake, “thou fancy thyself a master of lighting, Midgardian?”

Now Electro looked like *he* was considering diving off the roof, and he didn't have Rhino's indestructible skin. “Oh god!”

“Aye.” This Avenger didn't even emerge from the Quinjet – He simply floated down from the clouds, propelled by the oversized hammer in his big, beefy arms. His crimson cape flowed almost as majestically as the golden hair beneath his valkyrie helmet. “What manner of coward would threaten a nursery of defenseless mortals?”

Electro's glowing eyes had gone the size of dinner plates. “I surrender! I sur-”

“*Have at thee!*”

Smack. It was a good thing Thor had hit with his fists instead of his hammer, or else Electro's head would've gone sailing like a golf ball.

Spider-Man's jaw was dangling as far as it could dangle. The way Thor had conjured up those storm clouds... Spidey had to remind himself this was just some nutcase with lightning powers and not an *actual* god. Peter was ready to believe in alien symbiotes and Skrulls and Galactuses, but he drew the friggin' line at Norse gods.

"Otto Octavius." Captain America pointed his shield at Doc Ock, the last villain standing, and the other four Avengers did likewise with their own weapons. "By the authority granted to us by the United States government, we're placing you under arrest. You have one chance to surrender."

"Put your hands in the air!" added Wasp. "All of them!"

Ock complied, though he looked like he was trying his hardest to make the Avengers combust through nothing but the intensity of his scowl. "I want my lawyer."

Needless to say, a few minutes later, the Quinjet had docked on the rooftop so that six downtrodden supervillains could be escorted into its holding cells.

"Oh my god." Spider-Man watched a human-sized Ant-Man carry away an ant-sized rhino man. "This is the greatest thing ever. Now I wanna keep him in a little cage on my desk with a water bottle and a hamster wheel and- Wait, I almost forgot!" He ran up to block Iron Man's path before he could bring a certain bubble-head onto the jet. "You've got to make sure Mysterio's not a robot double."

"No problem, I got this. J.A.R.V.I.S., fire up the LMD detector." Iron Man yanked off Mysterio's helmet. In a shocking twist, it turned out it *wasn't* an alien under there after all, but plain old Quentin Beck. The Shell-Head held out a palm, which emitted a blue light over Beck's scowling face. Then a needle emerged from Iron Man's pointer finger to give Beck's cheek a prick

After a second, an artificial British voice from Iron Man's suit said, "*Based on this blood sample and the minute movements of his facial structure, the chances of Mr. Beck being any of the known models are roughly zero-point-zero-one percent.*"

Iron Man shrugged. "Good enough for me." Beck swore under his breath as Iron Man dragged him away.

He... He had a built-in robot detector. Of course he had a built-in robot detector.

"Spider-Man?" Spidey re-hinged his jaw and turned around to face the personification of a bald eagle standing beside him. When Steve Rogers said something, you *listened*. "You alright? You looked like you took a real beating back there." He gestured to all the brown and red poking out of the torn spandex.

"Oh, y- yeah, I'm cool. My spider-powers let me heal pretty fast. That's, uh, not a thing spiders are known for, but, uh..." Spidey's voice trailed off. Captain America was concerned for his well being. He thought he might faint.

"Sorry we couldn't act sooner," said Cap. "We had to make sure there was no risk to the hostages."

"Yeah, yeah, I get it."

Okay, Peter, this man's been your idol since before you could walk. This is your chance to impress him. Don't screw it up. Just act natural.

“So, uh...” Before he could stop himself, Spidey was speaking a million words a minute: “*You're like my favorite person on the planet and I've got so many questions I've always wanted to ask you like did you really punch Hitler in the face? Why'd Hulk leave the team so soon? How come you guys can smoke the Sinister Six but you can't beat the Legion of Losers? If Thor's supposed to be from ancient Norse, why's he speak Shakespearean English? How did-?*”

“Oh, good,” said Iron Man, emerging from the jet behind him. “A fanboy. We've been having a real shortage of those.”

“Actually, come to think of it...” Spidey spun around, scowling slightly. “Not to sound like an ingrate or anything, but this is, like, the third time I've fought the Sinister Six. Why didn't you guys help before?”

Somehow, Spidey could just tell Tony was giving him a dry stare behind that helmet. “Hey, kid, have you paid your daily fealty to our overlord, Kang the Conqueror, yet?”

“...No?”

“Yeah. You haven't. You're welcome.”

“I think what Tony's trying to say,” said Ant-Man, exiting the Quinjet himself, “is that we don't always have time to deal with every single threat. We can't be everywhere at once.”

“You're lucky Hank and I were at the Vault when the breakout happened,” said Wasp from her resting spot on her boyfriend's shoulder (She was still fun-sized). “Speaking of which, let's hurry up and bring these bad boys back to their cells. Some of us have got manicures to get to.”

“I told you, that's normal for businessmen!” snapped Iron Man. “Let it go already.”

“Let's not get ahead of ourselves.” Captain America stepped towards Thor, who was escorting the very last supervillain to the Quinjet in his perfectly sculpted arms. “Before we leave, let's figure out who our masked man here is.” Cap grabbed the rubber mask on the unconscious Hobgoblin and yanked it off.

The eye of every last Avenger and/or freelance superhero fell on the Goblin's newly-revealed face.

“I can't believe it!” gasped Spider-Man. “It's... It's... some random guy I've never seen before. Wow.” Sure enough, the guy in the Hobgoblin suit was just some shlubby nobody. Spidey had webbed up about twenty exact clones of him snatching purses and robbing jewelry stores this week alone.

“Odin's beard!” Thor, however, dropped the Hobgoblin in shock. “This villain was but a mere mortal pretending at being a fabled creature to appear more fearsome? Truly, the ways of your Midgardian criminals continue to perplex me.”

“J.A.R.V.I.S.?” Iron Man held out a palm, once again emitting a blue light that scanned the unmasked villain's head.

“*My facial recognition software has identified this man as Arnold Samuel Donovan*,” said the British voice. “*A small-time criminal whose family reported him missing several days ago, sir.*”

“You've gotta be kidding me!” Spider-Man threw his hands in the air. “*Another* brainwashed mook? Ugh, the Hobgoblin's secret ID has *got* to be the most convoluted... Swear to God, if he has an identical twin brother, I'm gonna flip out.”

“Yeah, well, no offense, but I think the mystery of the Hobgoblin is more of a job for Scooby and the gang.” Iron Man made for the Quinjet. “I coulda built his tech in the Stone Age...”

“You're going already?” Spidey flinched as the rest of the Avengers started to push past him. He'd barely even had time to grovel at Captain America's feet!

Seriously, though, it wasn't every day you got to meet the Avengers. This wasn't some newbie superhero team like the X-Men – These were the pros. And y'know what? Spider-Man was a pro, too! He'd taken out dozens of supervillains single-handedly. Captain Stacy had even flat-out admitted the Web-Head could handle threats the police couldn't. And the Avengers weren't exactly scrambling to arrest Spidey, so it was safe to say they weren't avid *Daily Bugle* readers. When you thought about it, Spider-Man and the Avengers... they were kinda like equals, right?

“Wait, wait, hold up!”

All five Avengers paused at the Quinjet entrance and glanced back at the Web-Slinger.

“You guys aren't, uh...” Thank God Peter wore a mask. His face was about the same shade as it right now. “...accepting applications, are you?”

Iron Man made a noise halfway between a snort and a guffaw. “What, you wanna join the team?”

“Well, we *did* let Ant-Man join,” said Wasp.

“*Jan.*”

“I'm joking, Hank.”

Thor scratched his finely-chiseled chin. “If half the tales of this masked adventurer's exploits are true, I would be honored to fight alongside him on the battlefield. But we must defer to the judgment of our leader.”

Every head spun towards the Captain.

Captain America's eyes fell on Spider-Man, sending a shiver down his spine. Was... Was this actually happening? He couldn't believe it. Fighting beside Captain America was the kind of thing Peter had dreamed about since he was four. And the Avengers got a salary and official government approval, right? Goodbye, Jameson slander, hello, college tuition. Hello, top-notch medical care for Aunt May. Hello-

“No kids.” Captain America put his back to Spider-Man and marched onto the Quinjet without another word.

It felt like Spider-Man's stomach had just been dropped down an elevator shaft. The words rang in his ears: *No kids. No kids. Noooooo kiiiiiiidssssss.* “But- But-” No, *no*, he was *not* gonna burst into tears in front of the flipping Avengers. “But I'm not a-”

“Your voice cracked, like, five times just now.” Iron Man followed Cap onto the jet. “Come back when you finish puberty, m'kay?”

“What's a fourteen-year-old doing trying to be a superhero in the first place?” muttered Ant-Man, entering after him. “We ought to yank off his mask and take him back to his mom before he hurts himself...”

“C'mon, guys, don't be mean!” Wasp said in an undertone. “He's just some little mutant kid who wants to join his favorite superhero team. It's cute.”

And with that, the Quinjet levitated into the air, then zoomed past all the news helicopters swarming the building and off into the night sky. Spider-Man stayed motionless on the hospital rooftop, watching the jet until it finally vanished over the horizon.

...And now he wished they'd let the Sinister Six kill him.

“Ugh...” Gradually, Rhino's eyes opened and the bleariness faded, revealing a cold, gray surface. It took him a moment to realize he was staring at the ceiling. So either Rhino was back to his usual size, or this was a real tiny room. “What the-?” His first impulse was to bolt upright, except that when he tried, Rhino didn't budge. There were straps around his limbs and torso, and no matter how hard he squirmed, they wouldn't so much as wiggle. Nuts. Someone had sprung for the adamantium restraints.

Rhino was about to call out to see if anyone was there, but then a voice hit his ears. A voice that sent chills down his neck. A voice that made goosebumps break out beneath his rhinoceros-like hide. The absolute last voice the Rhino wanted to hear *ever*.

“Alexander.” Hank Pym leaned down into Rhino's field of vision. He'd traded his superhero costume for a white lab coat, but for some reason, he was still wearing that ant-controlling helmet of his.

“W-What are you gonna do to me?” Rhino's teeth chattered. He had a feeling he already knew the answer.

Hank sighed. “Well, Alexander, if you remember, the agreement your lawyer worked out was that the government couldn't experiment on you so long as you exhibited good behavior. But... I'd say threatening to topple a hospital violates those terms.”

“No,” Rhino said faintly. “No, no, *no! You can't do this to me! You're sick!*”

“I assure you, there's no lethal risk involved,” said Hank. “We've already tested the procedure on Mark, and it was highly successful.” But then he glanced away. “Unfortunately, since your subdermal armor's too thick for us to monitor your vitals, we, err, can't safely sedate you like we did him. But just try to relax. It won't be that bad, I promise.”

Rhino's lips quivered. Something was tickling him. Something on his toes... and then his ankles... and then his legs. That wasn't right – The Rhino couldn't feel nothing through his hide. Unless... Unless the tickling was coming from... *underneath* it.

“*Get them off! Get them off me!*” Rhino thrashed with all his might, but his retrains wouldn't budge.

“Please, Alexander, there's nothing to worry about.” Hank gave him a soothing pat on his armored shoulder. “When your skin grows back, it'll look *very* normal.” He paused. “Ideally.”

Reportedly, Rhino's screams were audible from the far side of the Vault.

Hours later, a much wearier Hank Pym trudged into the Vault's hospital wing, removed his ant-controlling helmet, and plopped himself down in the chair beside his girlfriend's. Janet had been watching Mark's heavily-bandaged chest rise and fall from within his hospital bed, but she looked up at Hank's approach.

“Everything okay?”

“Three operations in one night!” Hank dropped his helmet to the floor so he could bury his palms in his forehead. “Sometimes I don't know how I manage being a superhero on top of all this.”

“Well, look on the bright side – You cured those supervillains like you wanted.” Janet nodded to the far side of the room.

In the bed directly across from Mark's, a much smaller and much lighter Alex O'Hirn was resting under the covers with about half a billion different pain meds shooting into his arm. Now he looked less like a rhinoceros, more like a mummy.

And, of course, his sleep was made difficult by the short, wrinkled, bespectacled old lady crouched over his bed and speaking in a voice that'd make dogs howl in pain: “*Alexander O'Hirn, what did I say I'd do if you went to jail again?*”

“Aw, momma-”

“*What did I say I'd do?*”

Alex bowed his head. “I... I can't stay in your basement no more.”

“*You're darn right you can't! How did I raise such a shameless little criminal, huh? Where'd I go wrong, Alexander? Where'd I go wrong?*”

Back on the other end of the hospital, Janet snickered.

Another voice snickered, too, but for a different reason – Hank and Janet turned to the third occupied bed, in which rested a third man in a full-body cast.

“You think you 'cured' us?” About the only portion of Mac Gargan's body not covered in bandages was his face, which was currently contorted into quite the sneer. “Please. Soon as I'm free, I'll find some other mad scientist to give me powers. And if not me, someone else'll come along and do it. Sorry to bust your bubble, but there's a lot more where me and Rhino came from.”

“Oh yeah?” Janet glared at him, hands on her hips. “Like who?”

“Mr. Kingsley, sir.” The door opened on a darkened room, and in entered a monkey suit-wearing man with absolutely perfect posture. “Octavius failed. He and his associates were captured by the Avengers – including Lefty Donovan.”

Instead of replying, Kingsley took a deep whiff of the perfume bottle in his hands, exhaled slowly... and then tossed it to the ground, sending a mixture of glass and fumes into the air. “Still can't get it to smell quite right, can we?” He chuckled to himself. “Well, like I always say, if you want something done right... brainwash someone more competent into doing it for you.”

Kingsley turned to another figure in the corner – one covered in even more shadows than Kingsley himself.

“Cassandra? You have work to do.”

By the time Peter reached Queens, it was pitch black out. For once, he'd actually shelled out the money for the subway because he was too flat-out exhausted to web-swing.

Peter shut the door to the Parker household behind him, his tattered costume stuffed haphazardly into his backpack, praying he could make it up to his room without Aunt May noticing the blood

or the bruises or the limp. He'd almost made it to the staircase when he caught sight of someone in the living room armchair.

But it wasn't Aunt May. It was Gwen, her tear-stained face lit by the pale light of the TV. The TV that was currently playing news footage of the Sinister Six smearing Spider-Man into the pavement.

“Gwen?” Peter rushed to her side. “What's wrong?”

“What's wrong?” Gwen repeated, incredulous. “*What's wrong?* The news has been showing you getting shot, beaten, and electrocuted on repeat for *over an hour.*”

“*Keep your voice down,*” Peter said in a harsh whisper, shooting wary glances around the room. “Where's Aunt May?”

“Sleeping,” Gwen said tightly. “She thought you were perfectly safe taking pictures from far away with your nonexistent zoom lens. She didn't get why I was freaking out so bad.” Gwen hugged her arms. They were shaking.

“Gwen, I'm sorry- hey!” Peter took a step towards her, but before he could get close, Gwen sprang out of her seat and backed away. “Look, I'm sorry I scared you, but I'm really okay- *Ow.*” Dang it, Peter had put his weight on his foot the wrong way, and now it stung like crazy. “I've got superpowers, remember? I heal faster, I can take more punishment-”

“Doctor Octopus was about to slice your head off!” snapped Gwen. “Were you gonna 'heal back' from *that?*”

“Yeah, well, that's not the first time the bad guys have come close, but I always-” Okay, judging from her face, that wasn't the right thing to say. “I mean, it wasn't like I was in *real* danger. You saw it all on the news, right? The Avengers saved me. It was actually really awes-”

“That's another thing!” Gwen's voice was so shrill, it cracked a bit. “I thought you said you *had* to go to that hospital because no other superheros could *possibly* save the hostages, but the Avengers handled it *just fine*. You didn't even do anything to help. You almost died for *nothing*. You-” A sniffle escaped her throat. “You almost died. I... I thought you were dead.”

“Gwen...” This time she accepted the hug. “I'm sorry – I mean it. I swear, I didn't think the Avengers would show up. I really thought it was up to me.”

“That's the thing, though.” Gwen let out a bitter, *bitter* laugh. “You *always* think it's up to you.”

“What's with this attitude?” The words came out with so much more bite than Peter had meant that he found himself withdrawing from the hug. “I just risked my life trying to save a bunch of people I'll never meet – Heck, I've been doing it nonstop since last summer – and, y'know, I hate to sound too entitled, but *a 'thank you' would be nice every now and then.*” Crap, now *he* was the one who needed to keep his voice down. “What is *with* everyone in Manhattan calling me a menace or making snide comments or- or *the actual Avengers* laughing at me to my face? Captain freakin' America just barred me from joining the team because I'm a 'kid.' He forgot to mention I was a kid who's saved New York City more times than I can even remember, but I guess when you're so high up in the clouds, little details like that don't matter as much to-”

“*Are you serious?*” Gwen made another incredulous laugh, and this time she didn't sound even remotely amused. “What, you think he said that just to hurt your feelings? Do you have any idea what happened to the *last* kid who worked with Captain America?”

“Who, Bucky?” snapped Peter. “The kid who died trying to disarm a drone bomber? The one

who's got his own statue in Washington, D.C.? Gee, what a terrible role model-"

"*You want to die.*" It wasn't a question. Gwen put her hand over her mouth, her eyes wide and watering. "Oh my God, that is literally what you just told me."

Peter blinked. "What? No, that's not what I-"

"You want to die! You think it's your fault your uncle's dead, so now you won't be happy until you're dead, too!"

They weren't even that loud, but somehow, the words reverberated like a church bell. Peter could take a beating. Getting smacked, getting shot at, getting deep fried by some plasma-spewing supervillain... He could take all that because... because when it came down to it, *not* fighting bad guys hurt him a lot more than fighting them.

But this? Hearing *those* words from *this* person?

"Gwen, I-"

She didn't even give him a chance to speak. She just slammed the front door behind her and bolted off into the night.

Peter's first impulse was to go after her, but even running to the front door made his legs burn. Instead, Peter found himself collapsing into the very same armchair his girlfriend had spent the past few hours in. His eyes fell on the TV screen, staring at it the same way she must've.

Spider-Man's execution?! the ticker-tape proclaimed as the news played the clip of Electro zapping Spidey half to death in super slow motion. Absently, Peter laid his hand down, then flinched. The armrest was damp. Peter's eyes clamped shut, and suddenly his head was impossible to lift.

For the first time that night, Peter hurt.

End of Lesson 4

Brand Equity

Chapter Notes

See the end of the chapter for notes

Lesson 5: Business 101

"***The most important thing in communication is hearing what isn't said."***

– Peter Drucker

"Dude, girls are crazy." The Human Torch grinned as he hovered in the air beside the Inanimate Object Torch of Lady Liberty. "This one time, I met this super cute princess, and we were totally gonna hook up, except she couldn't survive in Earth's atmosphere for longer than-"

"Err, that's great, Johnny." Spider-Man's gaze remained planted on the Manhattan skyline. Nary a quip had escaped his mouth all morning. He was starting to creep himself out. "But have you ever, I don't know, had relationship problems because your girlfriend was scared you'd get killed from- from all the superheroing you do?"

"Hmm..." The Torch scratched his blazing chin. "I had a chick break up with me once after Paste-Pot Pete ruined her dress. Does that count?"

"Never mind." With a bit of effort, Spidey pulled himself back to his feet, though his joints still screamed in agony. "Look, I've gotta go before I'm late to class. Catch you later."

"You too, Web-Head."

And with that, Spidey spun a quick slingshot between Lady Liberty's hat-spikes. What? It wasn't like he could web-swing off Liberty Island. And he'd even remembered to use the dissolves-after-an-hour webbing this time. Defacing landmarks is bad, kids.

Just before firing, Spidey paused, readying himself. There was a brief silence.

"You know, I seriously can get you the numbers of some supermodels-"

"I said *no*, Johnny!"

Hobie shut the door behind him as softly as he could. The one leading to the drama club's prop room was always creaky, but then, Hobie supposed it hardly mattered, seeing as he was the only person back here at this hour-

"Guess who?"

"*Agh!*" The moment his back was turned, Hobie found a pair of hands over his eyes. "Mary Jane-?"

"Ooh, good guess." At this, she released him. "What gave it away? The foxy voice? Or just that little flutter of joy you get in your gut when I'm near?"

"W-What are you doing here this early?" Hobie spun to hide his backpack from her line of sight. But that only gave him a better look at his attacker. *Wha-?* Oh, that skirt could *not* be dress code.

“Waiting for *you*, silly.” MJ tapped her pointer finger to his chest. “You think I haven’t noticed you hanging out back here every morning?”

“I, uh, didn’t know anyone paid that much attention to me...”

“But seriously, Hobie, I just wanted to say-” For a moment, MJ’s brow creased. “-our drama teach is *crazy* for not casting you as Biff. You totally nailed that role.”

“Oh.” Hobie blinked. “Wow. Thanks. That’s… That’s actually really nice of you.”

“I’m just calling it like I see it.”

“Well, hey, at least I’m Happy, right?”

“Actually, you look like you could still use some cheering up.”

“No, I meant- Err, nevermind...” A moment passed. “Hey, MJ? You wanna, like, hang out or something after school? To… cheer me up?” Well, that was the smoothest Hobie had ever sounded.

You could see MJ’s eyes growing brighter. “Thought you’d never ask.”

“Great, great.” Hobie tried not to exhale *too* loudly. “That’s great.”

Another moment passed.

Then MJ stood on tippy-toes to look over his shoulder. “So what’s in the backpack? An elephant?”

“What-? It’s nothing! I mean, uh-” Hobie zipped it all the way shut. “Just textbooks and- and normal backpack things. Ha! What a weird question. Hey, I gotta go, but we’re definitely hanging out after class. See you then!” He scurried away from backstage without another word.

“I’m counting down the minutes!” MJ called after him.

Geez, Mary Jane really knew how to make a guy sweat.

Geez, Hobie really knew how to make a gal scratch her head. She’d checked the prop room, like, three times, and Mary Jane hadn’t seen anything near cool enough to swipe. But then, she supposed that was because Hobie had already swiped it, whatever it was. MJ had even rummaged through the trash. Nothing. Phht, what’d she expected to find? Another crumpled up picture of her?

...Okay, that was one of those thoughts that needed to be filed away into the “never again” section of MJ’s brain. Along with the other, like, 75% of her thoughts.

Mary Jane had been kinda peeved she’d come here so early and hadn’t even gotten to hang out with Hobie for more than a minute, but then, lounging around at school waiting for class to start was still infinitely preferable to lounging around at *home* waiting for class to start.

She was almost feeling better when MJ made the mistake of leaving the auditorium and heading to the entrance hall. Instantly, she spotted the cute blonde with the glasses huddled near the cute brunette with the beauty mark. Of course, the sight of Gwen with Peter at her side was normally enough to melt MJ’s heart on the coldest of days, but not when the two of them were engaged in a whisper-battle with each other.

Uh oh. Mary Jane's relationship drama sense was tingling! She scurried over just in time to catch the tail end of it:

"*...your dad does basically the same thing. Does that mean you can't love HIM?*"

"*That's exactly it, though! I already have to go through this with my dad, and now you just expect me to…? It's too much, Peter! This isn't what I thought it'd be. It was fun at first, but-*"

"*I really think you're blowing this out of propor-*"

"*It's not that I don't love you, but I can't be AROUND you!*" It was at this point that Gwen bolted for it down the hall, leaving Peter alone to glower at the tile floor, hands in his shorts' pockets.

The little show hadn't gone unnoticed – The obligatory lineup of jocks in the hallway snickered with schadenfreude. In fact, Mary Jane was literally the only onlooker with worry on her face. Great, the lovebirds had gone their separate ways. Now MJ had to choose which one was worth her time first. Ugh, MJ hated having to choose.

But if she *had* to, then MJ supposed she'd go in the order of lowest to highest self-esteem. "Gwen? Is everything okay with you two?"

"*No*." Gwen spun towards her, revealing the water bubbles accumulating on those glasses. "We broke up, so- so that's about as far from 'okay' as it could possibly get."

MJ winced. There was something uncannily close to real, physical pain in her chest. "What happened?"

Silence. "Look, I know you mean well, Mary Jane, and I'm sorry, but can you please not ask?"

"Oh." Now the pain was more of an ache. "Y-Yeah, if that's really what you..."

"I need to be alone right now." Gwen pushed past her, but not before muttering, "*I've had enough crying-sessions in front of you for one lifetime...*"

Wow. MJ had been abandoned. Again. Well, fine, if that's how Gwen was gonna be…

"Tiger?" Mary Jane found Peter at his locker. He looked like he'd been staring into it for the past five minutes.

"Oh, MJ." He flinched at her approach. Y'know, sometimes that amused MJ, but she wished guys didn't have to do it *every* time she approached them. "Hey. Guess you saw…?"

"Yeah, I witnessed the crime, but I haven't filed my dating police incident report yet." Mary Jane shook her head. "God, this sucks..."

"You're telling me."

"I'd thought everything was perfect between you guys."

Peter huffed. "Same. The breakup came out of nowhere." He paused, then added, "I mean, it's more like Gwen dumped me."

"I'm sorry." MJ took a breath. "I've had some experience with that, too, lately."

The remark raised Peter's eyebrow. "*You've* been dumped before? *You?*"

A smile couldn't help but force itself on Mary Jane's lips. "Guess there's a first time for everything, huh?"

Peter seemed to be in a similar situation. "Well, thanks for talking to me. I'm pretty sure you're the only other student here who doesn't think this development is the funniest thing ever, so… y'know, I appreciate that."

For a moment, the two of them stood in place.

"Can I ask *why* Gwen would-?"

"Sorry, it's really between me and her."

"It's alright, I get it." Mary Jane sighed. "But if you ever need someone to talk to about all this nonsense..."

"Oh." Peter blinked. Then smiled. "I'd like that, actually. Thanks. Could you… meet up after class?"

"Yeah, of c- Ugh, wait!" MJ brought a hand to her scalp. "I'm hanging out with another guy then. But when I'm done with that, I can call-" She caught herself. "I just realized... we've been friends for months and I don't have your number."

"Oh, y-yeah, here..." Peter fished his Osberry out of his pocket. "Duh. Weird that we never… noticed that before."

"Yeah, weird," said MJ. "Well, hey, problem solved. Now we can talk to each other whenever we want to about..."

"...how much fun it is to be single?" finished Peter.

"Right, right."

"Seriously, I kinda sprang straight from Liz to Gwen before. I'd like to savor it this time around."

"Oh, I *know,*" MJ said as retrieved her own phone. "The first night I didn't have to vote on which Netflix show to watch, I almost cried." The two of them got to work adding each other to their contacts, but midway through the process, Mary Jane paused to frown at Peter. "Just… keep this between us, okay? I don't want Gwen to think-"

"Yeah, well, Gwen thinks a lot of things." Peter was visibly fighting to keep his eyes from rolling. "I can't change up my whole life just to accommodate all her irrational fears."

"Guess you're right..." They finished swapping numbers without another word.

Before they went their separate ways, Peter said, "Hey, MJ? Thanks. You're a great friend."

"Yeah." Mary Jane met his eyes. "You, too." His super dark chestnut eyes.

But then the bell rang and MJ had to scamper off.

Even once she'd reached her classroom, Mary Jane's thoughts were back with that locker. Those conversations with the fractured lovebirds hadn't left MJ as enlightened as she'd hoped. What on earth could've possibly torn them apart…?

It seemed MJ was the only kid wasting brain power on that subject, though. All the other ones were too busy going on about last night's super cool battle between Spider-Man and the Sinister

Six, where Spider-Man had gotten his butt whooped and the Avengers had needed to bail him out.

Peter hung his head as he trudged down Midtown High's depressingly upbeat halls. Man, Johnny was a good guy, but he could be a little ridiculous sometimes. Peter Parker with a model? Yeah, *that* was gonna happen...

But Peter was, apparently, the only student in a sour mood. All the other ones were smiling and laughing and going on about their impending summer vacation. It was mere weeks away at this point – weeks Peter would be spending hunting for Vault escapees. Not that he was holding his breath. Spider-Man had already wasted the rest of his weekend scouring the streets yesterday, but he hadn't found so much as a white hair from Black Cat or her dad. Or Silver S- Okay, a lot of his enemies were snow-capped.

"Come one, come all, to see the most advanced supercomputer in the world created by me, the incredible Dr. Petty!"

"Whuh?" Just before he reached his classroom, Peter spun around. It looked like some kind of exhibit had been set up in the hallway for the summer science fair, and at the head of it was an oversized hunk a junk that'd gathered quite a crowd of bemused students. The "supercomputer" looked a few decades out of date. It'd been decorated with mechanical limbs and a head to look like a big, rectangular robot.

At the robot's side, an over-enthused announcer bellowed into a microphone: "Just ask a question, any question, and the Living Brain will answer it!"

"What's the capital of Wakanda?" a kid yelled.

The Living Brain's "face" glowed bright yellow and made a humming noise, like it was pondering this, before a synthetic male voice beeped out, "*The city of Central Wakanda*."

"What's the eighty-third digit of Pi?" asked another kid.

"*Six*," the Brain said without a moment's hesitation.

"They taught a computer to use Google," one of the students huffed. "Big deal. My phone can do that, too."

Hobie Brown was about to yell something out, but he was cut off by Kong. "Ooh! Ooh! I've got a good one! What's Spider-Man's secret identity?"

A tense silence swept the crowd as the computer hummed for several long minutes. Finally, the Living Brain beeped out, "*According to my advanced calculations based on a complex search algorithm of social media sightings in addition to a prominent dance remix video, my processors have determined that the secret identity of Spider-Man is P-*" *Boop*. Its face went dark.

There was a collective groan as countless angry eyes fell on the Living Brain's torn power cord... and on the sneaker it was currently tangled around.

"Uh, sorry, I, err, wasn't watching where I was going..." Peter excused himself amid cries of, "Puny Parker!" and "You blockhead!" As soon as he was safely out of sight, Peter wiped the sweat from his brow. That'd been a close one.

Normally, Peter would've vamooshed by now, but he hesitated as he passed a certain locker... and a certain unmistakable, salmon-colored headband atop a mop of blonde hair. Gwen's back was turned to him. Good, she hadn't seen-

“So did Mary Jane make you feel any better?” Gwen asked without turning around.

“*What?*” Peter nearly did a pratfall. “*How do you know about-?*”

“I didn’t. That was a shot in the dark. Though I guess my aim was true...”

Geez, wasn’t Peter’s spider-sense supposed to warn him of this kinda thing? “She’s just a friend.”

“I know that,” said Gwen, “and I never said anything to imply otherwise.”

“Sure you didn’t.” It was a good thing Gwen wasn’t facing him so she couldn’t see how hard Peter’s eyes were rolling. “I shoulda asked the Living Brain to explain the female mind to me. At this rate, I really *am* gonna develop a death wish-”

“*That’s not funny*.” Gwen stormed off without another word.

Actually, Peter had expected to hear the slam of her locker, but it looked like she’d forgotten to shut it. Peter stepped forward to do it for her… which was when he caught sight of the picture hanging in it.

It was of a smiling woman. Blonde, pretty, kind of a softer face, not at all unlike Gwen’s, only with rounder glasses and a few more wrinkles. Peter recognized her from the background on Gwen's phone. Gwen had lost her in a car crash. The more statistically likely scenario compared to Peter's and Eddie's.

“And that’s when I realized I was being an asshole.”

“*Language, Peter.*”

“Sorry, sorry...” For the umpteenth time that day, Peter hung his head. He was currently camped out on a kitchen chair, while Aunt May toiled over the stove across from him. “It’s just, Gwen didn’t return my calls or texts at all yesterday, so I guess I got ticked at her. But butting heads with her only made things a jillion times worse.” Yeah, interning with Gwen after class today hadn’t been fun. Looked like they were back to doing it in dead silence.

“Every couple in this world fights, Peter,” Aunt May said as she reached for her mixing bowl. “Heaven knows things weren’t always smooth sailing between me and Ben… but I only wish you’d tell me *why* you and Gwen broke up.”

Peter could only shake his head. But after a moment, he suddenly asked, “You okay?”

“I’m fine. Just feeling a bit left in the dark about your life-”

“No, I mean are you okay because you’re putting pepper in the banana cake mix?” Peter rose from his seat.

“Oh, goodness!” May dropped the pepper shaker like it was scalding hot, letting it clatter to the counter top. “Now I’ll have to throw the whole batch out.” Her shoulders sagged. “I’m sorry, Peter, I don’t mean to worry you. I suppose it’s just...”

“Walter Hardy?” Peter’s voice was barely audible.

May managed a nod. “The thought of- of *that man* loose in the world again...” She took a steadying breath. “*Well*, no sense getting worked up over things outside our control. Now how’d you like to help me with the next batch?”

“No thanks,” said Peter, backing towards the front door. “I just remembered something I gotta go do.”

At least Peter had ducked out of the internship early to get to his Bugle job, so Gwen had the last fifteen minutes to herself. Dr. Warren seemed to notice something was up, judging by the way he was frowning at her, but Gwen said nothing to him. And Debra, of course, remained cold and aloof as ever.

Fifteen minutes later, Gwen was strolling down the ESU campus, her backpack slung over her shoulder. She’d have passed for a college student if she wasn’t so tiny.

But then Gwen came upon something that halted her march. A heart-shaped statue decorating the sidewalk. Well, it was more of an abstract shape, but the negative space in its center made a heart.

“I’d never pegged you for a dilettante,” said a voice.

“Oh, Mary Jane-!” Gwen turned to find that unmistakable redhead coming towards her. It was getting warmer out, which MJ had apparently taken as a chance to free her arms, shoulders, legs, and whatever else she could get away with freeing. “What are you doing here?”

MJ gave an apologetic shrug. “Waiting to ambush you in a place with less high schoolers. Look, Gwen, I hate to be pushy, but I *did* work my butt off to get the Peter-Gwen ship into harbor, and now it’s sinking before my eyes…”

“No, no, it’s okay… I appreciate you coming out here.” Gwen rubbed the bridge of her nose behind her glasses. “Sorry I gave you the cold shoulder this morning. I’m not trying to shut you out. You...” She took a breath. “Well, I guess it sounds silly now, but that crush on Peter was the biggest, most important thing in the world to me, and you were the only other person who- who noticed that and *cared*.” Slowly, Gwen’s eyes rose to meet MJ’s gaze. “Those couple months I was dating him were honestly the greatest of my life. I owe you more than I could ever…” She trailed off.

The breeze was ruffling MJ’s top. And making Gwen’s cheeks pink. Oh gosh, she could see MJ’s… MJ’s *bodice*.

“A-Anyways-” Gwen’s eyes flitted back to the statue. “-the truth is, I *am* kind of a dilettante. I only got into science because Peter was into it – well, Eddie, too, but mostly Peter – and it’s my whole future career now, so I’m stuck interning with him.” Then Gwen’s gaze went to the pavement. “Cutting Peter out of my life feels like mutilating myself. Guess that’s what I get for putting all my eggs in one basket, right?”

MJ frowned. “But if you really feel that way about him, why would you…?”

“I wish I could tell you.” Suddenly, Gwen’s arms were around MJ’s waist. “God, and now I can’t even go back to being ‘just friends’ with him. It’s so awful between us now.” The hug tightened. “You’re my only friend left, Mary Jane.”

“Hey, it’s okay, girl. N-No need to be so dramatic.” Mary Jane brought a hesitant hand to the back of Gwen’s head. “I’ve got something of a gift for making friends. Remind me to introduce you to Hobie sometime. You’d like him.” She smoothed some stray strands sticking out Gwen’s headband. “Stick with me, and soon you’ll be *begging* me for some alone time.” MJ paused. “Because of all the friends you’ll be making.”

The two of them held that pose a minute.

“Excuse me!” called out an onlooker. “I just want to let you girls know how brave you are for-”

“*No, no, we were just-!*” The girls promptly detached themselves.

“We should, err, probably get away from the heart-shaped statue,” said Gwen.

“Yes, let’s...”

The two hurried away without another word, making sure to keep at least three feet between each other at all times.

“Montana? Uh... you okay, buddy?” Fancy Dan and Ox watched for several long minutes as Montana stood with a briefcase in hand, glassy-eyed, staring at the charred remains of a sign that just barely had enough non-scorched paint left on it to read, “Big Sky Lounge.”

“It's alright,” Fancy Dan said gently. “There'll be other pool joints.”

“Y'know, I heard about this one really good bar where guys like us hang out,” said Ox. “What was its name again...?”

“The Bar with No Name,” said Dan.

“Oh. Right.” Ox turned to Montana. “How about it, Montana? You wanna go there?”

Not a single muscle on Montana's face came close to moving. Not even to blink.

“Maybe... Maybe you need a moment.” Fancy Dan turned himself around. “C'mon, Ox, let's give him some time al-”

Montana stepped forward, climbing over the “building condemned” tape and through the door.

“Montana, wait!” yelped Ox, scurrying after him. “That's not safe!”

“You don't want a building falling on top of you!” added Fancy Dan. “Again...”

Nonetheless, both Ox and Fancy Dan found themselves accompanying their comrade inside the shriveled building. Ox coughed and Dan rubbed his eyes, but Montana was apparently unaffected by all the ash wafting through the air. Wordlessly, he marched up to the biggest pile of ash – the pile where a pool table had once stood.

Finally, some words escaped his mouth, barely audible: “Who did this?”

“What?” Ox and Dan snapped to attention.

“I want to know who to kill.” Montana's hand clamped around a charred pool ball.

“Well, the truth is...” Ox bowed his head. “Dan and me read about this in the paper. We- We didn't have the heart to tell you, but... they say this was done by some guy with fire powers. His whole body was flaming.”

Montana spun towards him. “That Fantastic Four punk?”

“No, another fire guy.”

“Well, heck, how many fire guys *are* there?”

“A lot, actually. See, Johnny Storm is the *second* Human Torch, and then there's also-”

“Shuttup, *now*.” Out of nowhere, Montana's body tensed. His eyes narrowed. “Someone's comin'.”

All three Enforcers went deathly quiet. They turned their heads towards the remains of the lounge's entrance – the source of some echoing footsteps growing louder. Finally, the source of the footsteps came into view, pushing his way through the scorched front door. It was a man who, despite the summer heat, was wrapped in a heavy overcoat, his face hidden by a dark hood.

After a moment's silence, the man said, his voice rough and ragged, “Are you Montana?”

Montana pulled himself to his full stature. “Who wants t'know?”

The man chuckled. “Yeah, it's you. No mistaking that accent.” He raised his head, revealing a silver visor over his eyes. “I heard this place was your old haunt. Figured you'd come back here eventually. Only a matter of time.”

Montana snorted. “Son, am I s'posed to know you?”

The man chuckled harder. “I guess not. Not many people *do* know me...” But his humor quickly vanished. “...but everyone knows the Shocker. Soon as you get a costume and codename, suddenly everyone remembers you, don't they?”

“Eh, not really,” said Ox. “We're C-list villains, to be hon-”

“*Shut up.*” A pillar of screeching sound erupted from the man's hands. The far wall exploded with enough force to knock the Enforcers off their feet and leave their ears ringing.

“What in tarnation-?” Montana was the first one to regain his composure. He tumbled behind the burned up pool table, stopping only long enough to get a good look at his attacker.

“You tell your boss he can steal as much of my tech as he wants.” The man's coat zipper had come loose to reveal a tangle of tubes and wires all connected to a steel harness around his torso. Apparently, his sonic attack had had enough force to rip his sleeves off, too, exposing the centerpieces of his device – namely, a pair of gauntlets that dwarfed the Shocker's. They were so big around, they made the man's forearms look twice as thick as his upper arms. “I'll just build an improved version and use it to *kill his entire criminal empire.*”

There must’ve been some chemical imbalance in the teenage brain that made you physically incapable of putting things into perspective. Peter had just spent, like, half an hour moping to Aunt May about his stupid breakup when that half hour *could’ve* been spent hunting for Black Cat and her dad. Peter knew he’d promised Gwen’s dad he’d take a break from the web-slinging for while, but that was then, this was now.

Not like it made a difference, though. Spider-Man had just spent two additional hours scouring the streets again to make up for lost time, and he’d gotten the same results as yesterday. Black Cat was just too smart to let herself be found. In fact, if Spider-Man was her, he’d have high-tailed it out of Manhattan by now – Spidey didn’t have enough of a vendetta to chase her that far.

But still… he was kind of tempted to. Just look how torn up Aunt May had been at the news of the escape. Not that you’d ever know it if you took her at face value. Aunt May had been like that ever since they’d lost Uncle Ben – always putting on a brave front. Peter had thought he knew how to see through it, but, well, it turned out Gwen had been hiding *her* fears all this time, and

Peter hadn't been able to see through *that*, so…

Not like Peter was one to give others heat for keeping secrets. And when he'd tried to share his secret with someone he cared about, Peter had learned the hard way how much damage it could do. Now Gwen was gonna spend the rest of *her* life terrified for *Peter's*, and there wasn't a thing Peter could do or say to reassure her. But- But it wasn't *his* fault, was it? Not totally. Really, how was Peter supposed to have known Gwen would be so- so sensitive about it? It was *Peter's* life being put in danger here, and it'd never bothered *him*. The Sinister Six had come close to killing him before, and Peter hadn't, like, freaked out about it. And yeah, Gwen had lost her mom, but if they really wanted to tally up the dead parental figures, Peter kind of, y'know…

Spider-Man was still hung up on this by his third lap past the Hudson. You're never going to believe it, but he'd been web-swinging aimlessly while having an internal monologue. It was so unlike him, he was starting to scare himself.

Truth was, when Peter had told Aunt May he didn't want to talk about the breakup, that'd been a bold-faced lie. Peter wanted to talk about it more than anything. It was just… if Gwen was so hurt by learning his secret, Peter didn't even want to think about how Aunt May would take it. But keeping it *completely* bottled in was gonna make Peter explode…

Who else could he confide in? Liz or Sophia? Yeah, no. Going to people he'd dated to talk about his dating problems didn't sound like the most comfortable experience ever. What's worse, since those two were clearly both crushing on Peter, letting himself cry on one of their shoulders could give that girl the totally wrong idea. Ugh, Peter wished there was someone he could go to who wouldn't be too… serious.

Oh yeah.

Hoo boy, the summer breeze was practically begging Peter to look at Mary Jane's underbodice. He totally couldn't though, since his eyes were so busy studying the big silver spoon prop resting above the entrance to the, err, Silver Spoon.

"Y'know, I'd be a lot more help to you lovebirds if either of you'd fill me in on *why* you broke up." MJ leaned back in her deck chair, sipping her coffee. "At least give me a hint here."

"There's really nothing you can do, MJ. This isn't one of those things that can be fixed with an apology and flowers. Me and Gwen are at kind of an… an impasse." Okay, Peter couldn't help himself – He risked a peek. At her *face*, he meant. No, wait, that made him just as flustered as any other part of her. Okay, okay, Peter would simply have to focus on a part of MJ that *wasn't* sexy. Like her… um… uh… uhhh… uhhhhhhhhhhhhh...

"C'mon, Tiger, everyone knows how bad you and Gwen have it for each other." Her nose. Yeah, her nose. "It practically radiates off you two any time you're together. Even when you were arguing at school today, you guys seemed, like, three seconds away from an angry make out session."

It was so small and smooth. It could've gone between the eyes of a Greek statue. Peter couldn't put his finger on it, but there was something distinctly feminine about it… *Oh god, he was developing a nose fetish.*

"I nose- err, I know. It's not that me and Gwen don't love each other anymore." Peter wrenched his eyes back towards his own coffee. "It's more like I have a- a lifestyle that's… incompatible with Gwen's." If Peter was being honest with himself, the temptation to spill his guts to MJ was rising. He'd gotten so used to having people to confide in about his big secret, going back to the

old way was a struggle.

“Incompatible how?” Another peek at Mary Jane’s face revealed a funny look.

“I mean, uh…” Deep breath. Time to play some verbal gymnastics. “It’s basically the same reason things didn’t work out with Liz. I’ve got responsibilities and- and my photography career, and it gets in the way of *everything*, so I’m never really there for Gwen, and I’m always putting myself in danger, and that freaks Gwen out even though I keep telling her I know what I’m doing, and she can’t handle it anymore. It was too much to ask of her in the first place. I love Gwen with all my heart, but...” The words were losing steam. “...I can’t give her the relationship she deserves. Not without quitting… the photography.”

What was the harm in one last peek? Peter’s eyes made the slow, careful journey back to Mary Jane’s perfectly-sculpted face… where they discovered her mouth hanging agape. “What?”

“Nothing, nothing.” MJ shut it back. “It’s just… that is, like, exactly the same reason behind *my* breakup. Guess when your boyfriend is- is Molten Man, it kinda gets in the way of the relationship.” After that, she went back to sipping her coffee.

Okay, this was officially the longest peek of Peter’s life. “I’m sorry. I hadn’t realized...”

“Ahhh, what I am doing, dropping the M-word like that?” MJ touched a pointer finger to her temple. “I thought I’d had all my memory of him, like, surgically carved out of my brain.”

“Oh.” Peter’s voice was drowned out by the breeze. “That’s how to deal with breakups? Just forget everything?”

“But, hey, don’t waste your energy worrying about little old me, okay, Tiger? I’ve been vaccinated for ‘emo.’” If MJ had heard him, she didn’t show it. “Besides, I’ve learned my lesson – The commitment game is clearly rigged. You put all your chips on the table, and when the house inevitably wins, you lose everything, even your ‘just friends’ card.”

“Leaving you totally penniless?”

“Right.” MJ gave a content nod. “Look at that. Our minds are in synch today. We must be on the same wavelength or something.”

“Well, thanks for the advice, MJ. I actually feel way better now.”

“Glad I could-” It took a second for the other shoe to drop. “Wait, no, I was talking about *me.* That’d be friggin’ terrible advice for you and Gw-”

The next second, the earth was quaking a bit too hard for her to finish that.

“*Huh-? What-?*” Countless café-goers looked around in horror, griping of spilled coffee and dampened pants.

“What was that?” Mary Jane backed away before her own coffee could travel from the table to her designer boots.

Peter, meanwhile, had sprung from his seat to protect the sneakers he’d foraged from that thrift store. His eyes traveled to the skyline, then narrowed. “Shocker.”

“Um, yeah, can’t say I was expecting it-”

“Hey, MJ-” He turned back to her. “-sorry to cut your pep-talk short, but-”

“Oh, you’ve gotta take pictures?” MJ’s face lit up. “Well, don’t let me stop you, Tiger. Oh, but if you see anything super dangerous-”

“I’ll be caref-”

“-forward the pics to me. You are, like, a bottomless supply of cool wallpapers.”

“Oh. Y-Yeah, can do.” Peter stood in place a moment, blinking. It took him a moment to register this development. She really wasn’t…?

No time to dwell on it, though. Tons of Spider-Man stuff to go do! Just… tons and tons.

“Boy, you're a couple farmhands short of a ranch if you think you can-” Montana didn't have time to finish his Southernism before he had to duck another blast.

“Hold still!” the man yelled, hoisting his gauntlets high. “These puppies aren't like your dinky little compressed air shooters. Yours are prototypes, whereas one hit from *these* is enough to pop every last fleshy balloon in your body.”

Of course, the design flaw here was that the gauntlets were too bulky to aim properly, giving the Enforcers plenty of leeway to dodge. On the other hand, it didn't take precise aiming to topple a condemned building.

“I told you we shouldn't have come in here!” Fancy Dan's teeth started to chatter, but Ox's face held far more confidence.

“Move over. I got this.” He ripped off his extra-extra-extra large t-shirt, freeing the mechsuit underneath. With a metallic *click*, Ox's helmet flipped back over his face, and he crouched into a charging stance.

Boom. Before their assailant could fire another blast, the Enforcers were escaping through an Ox-shaped hole in the wall, leaving the mystery man to deal with the building's wreckage all by himself.

The Enforcers bolted down the streets, not even caring if civilians saw Fancy Dan changing into the Ricochet outfit beneath his own civvies. This being Manhattan, it only took them a second to hail down a cap – though Ox standing in the middle of the road might have sped the process up a bit.

“*Drive.*” Montana pushed his way inside, followed by Richochet and Ox. The moment the doors were shut, the cabbie obediently hit the gas.

“Who the heck *is* that guy?” Ricochet's chest heaved as the sidewalk sped by the window.

“Ain't got a clue.” As he spoke, Montana popped open his briefcase. “And frankly, I don't care. Whoever this punk us, you boys and me are gonna teach him some manners.” And within the case were a familiar mask and gauntlets.

Unfortunately, before the taxi could get far, the road beneath it was overturned by a sonic blast. The cabbie was forced to make a u-turn, narrowly dodging what would've undoubtedly been a deadly explosion.

“GET BACK HERE, SHOCKER!” The mystery man had, evidently, escaped the collapsing building unscathed. He ran after the cab, firing his gauntlets blindly.
“SHOOOOOOOOOOOCKEEEEEEEEEEER! YOU CAN'T ESCAPE MEEEEEEE! I'LL

CHASE YOU TO THE ENDS OF THE EAAAAAAAAAAAAAAARTH!”

“Jesus, what's wrong with this guy?” Ricochet leaned over just to gape at the man through the cab's back window.

“My guess?” said Montana, now in full, banana yellow Shocker garb. “The other kids picked on 'im on the short bus.”

As soon as their attacker had vanished safely over the horizon, Shocker ordered the cabbie to hit the brakes, and the Enforcers hopped out.

“Good, now keep drivin',” said Shocker.

The cabbie didn't look nearly brave enough to ask for fare.

Once the taxi sped off, the Enforcers ducked into a nearby alleyway.

“Alright, boys, here's the deal,” Shocker said in an undertone. “That nut ain't expectin' us to leave the cab. Soon as he runs by, we jump 'im.” Ox and Ricochet nodded in synch.

“Great plan as always, chief,” said Ricochet. “Don't see how it could possibly go-”

Thwip. “Well, if it isn't my favorite rodeo clown!” The next instant, a strand of webbing on the back of his neck sent Ricochet's head into a brick wall. True to his name, Ricochet rebounded and smacked straight into Ox's stomach, toppling him over.

“*Bug*.” Shocker immediately fired his gauntlets skyward, but the “bug” did an impressive midair twirl, dodging perfectly and landing in the alleyway between Shocker and his cohorts.

“And here I thought you were gonna be hard to find,” said Spider-Man, puffing out his chest, “but nope, you're running around in full costume in broad daylight. Guess you really missed me.”

“Now's not the time for this, bug!” Shocker tried to flee the other way, but Spidey quickly sealed the far end with webbing.

“It's not? Well, gee, then let me come back when it's more convenient to you.” While Spider-Man was busy running his mouth, Ox regained his composure and crept up behind him... only for Spidey to duck his punch at the last second. “I'd hate to be inconsiderate.”

Shocker fired another blast of green light and compressed air, but all he managed to hit was the trash can behind Spidey.

“Hey, Shockey, y'know what I've been thinking?” Next, Spider-Man turned his attention on Ricochet. The two of them traded fisticuffs, which, thanks to Ricochet's mechsuit, ended up looking like a big blur to the naked eye. “You wear bright yellow and red, and your cronies here wear dark purple and gray. What is *up* with that?” Ricochet started reverberating between the alley walls, forcing Spidey to run up them to dodge like some demented game of Pong. “Would it kill you guys to color coordinate? I mean, if one of you has to look like a giant doof, it's only fair that the other two should-”

“*Would you shut up and listen for one doggone second?*” Shocker fired straight upward just for the sake of drowning out the noise. “There's some dangerous nutjob comin' after us, and if you keep makin' all this racket, he's gonna-”

“*There you are, Shocker. I knew you couldn't hide forever.*” Everyone's favorite madman rounded the corner.

Spider-Man finally halted the battle so he could stare at the newcomer from up on the alley wall. After several silent seconds, he looked back down at Shocker. “Man, you Enforcers *really* need stricter hiring standards.”

“He's not with us!” snapped Ox. “We don't even know the guy.”

“Really? Hmm, well then...” Spidey turned to the mystery man. “Hey, dude, what's your deal?”

“I want to topple Tombstone's empire!” said the man.

“Mm hmm, mm hmm, I'm with you so far.” Spidey nodded.

“And I'm gonna start by killing his lackeys here.”

“Aaaaaaand you lost me.” Spider-Man dropped down between the two parties. “Call me old fashioned, but I'm really not on board with murder.”

“Well, if you're not with me...” The man raised his gauntlets. Spidey didn't need spider-sense to know where this was headed. “...then you're *against me*.”

Boom. Spider-Man was glad he didn't have super-hearing, or else his eardrums would've burst for sure. He managed to tumble out of the way, but this guy's blasts were way bigger and thicker than Shocker's. There was probably an uncouth joke in there somewhere, but Spidey was too busy being trapped under a massive pile of debris to make it.

“Ugh...” Why was it so dark all of a sudden? Spider-Man impulsively pushed upwards. He managed to move the largest chunks of rubble off his back, letting just enough light flood in for him to get a good look at his surroundings. With a pang, he realized he was pushing against a row of bricks that'd once been the wall of a building. A building full of innocent people.

“No!” Spider-Man struggled with all his might, but even with the proportionate strength of a spider, lifting a chunk of building wasn't an easy task. Spidey glanced around, his eyes slowly adjusting to the dimness. He saw Ox, Ricochet, and a couple pedestrians all unconscious at his feet. At least, he *hoped* they were unconscious.

“Are you really gonna go through all this effort just cuz someone stole your toys, boy?” Wait, Spider-Man heard a voice. Unless the blast had knocked him all the way to Texas, that had to be Shocker.

“I didn't just have my 'toys' stolen,” said a whinier, higher-pitched voice that could only belong to the mysterious attacker. “Tombstone ruined my life! TriCorp was going to make me a billionaire until *you* robbed their truck. Now I have *nothing*.” The ground shook, sending even more rubble down on Spider-Man's shoulders. Great.

“So yer in the business o’ blamin' other people fer yer problems?” There was a smaller shockwave, presumably courtesy of Shocker. “Well, I got news fer ya, boy. Way I reckon', if all yer self-worth was tied up in some little doohickey you built, then you deserved to have it stolen.”

“*I'm gonna kill you! I'm gonna kill you!*” Even more shockwaves. If Spider-Man didn't get out of here soon, all those villains who'd said he'd be squished like a bug would be saying told-ya-so.

“Now look what ya done! I ain’t one to go hurtin' innocent bystanders. Too messy.”

Bystanders? *No*. Spidey redoubled his efforts to escape the rubble. C'mon, c'mon, this wasn't even as heavy as the one back at the Master Planner's lair. He could do this... He could do this... Sure,

Spider-Man had been winded, but there had to be a way to bounce back from-

Wait a minute.

Shocker and his assailant stood on opposite ends of the street, staring each other down. The collapsed wall of a nearby building sent dust clouds into the air. It was like a western, only instead of guns, they had compressed air-shooters. But other than that, totally identical.

“I'm gonna pry that suit off your corpse!” The bulging eyes behind the attacker's visor didn't make him look any saner. “I built this tech. *I* should be the Shocker. *Me.* All this time, you've been nothing but an imposter.”

Behind his own, green visor, Montana cocked his eyebrows. “I seen turkeys in November with more sense than you.”

“Talk all you want, but one more blast from my gloves, and you're dead.” The man's gauntlet's started to vibrate, preparing to fire... but before they had a chance, something exploded from the rubble.

There was a blur so fast, it could hardly be seen by the naked eye, and the next thing anyone knew, all the machinery on the man's chest had been smashed. His gauntlets made a pathetic little farting noise before growing still.

“What the-?” Before he could even react, the man was knocked onto his back by a swift kick from the blur. Finally, with him defeated, the blur grew still enough to be seen properly.

“Dan?” Shocker gawked at the purple-and-gray man standing before him. “I ain't never seen you go *that* fast-”

“Guess again!” *Thwip*. Suddenly, Shocker was glued to the floor by a burst of webbing from the metal cylinders around Ricochet's wrists. “Turns out this suit is one-size-fits-all. Pretty cool, right?” Spidey motioned back to the pile of rubble, where the real Fancy Dan was lying unconscious in his boxer shorts.

“Aww, shucks, I don't know whether to kiss you or *kill* you.” Shocker tried to fire his own gauntlets, but apparently the kinetic energy from the Ricochet suit on top of Spidey's own abundant energy meant he could give Quicksilver a run for his money. He smashed the gloves before Shocker even knew what hit him.

“This suit is awesome!” Spider-Man fist-pumped. “I'm keeping it forever!”

“What do you *mean*, 'police evidence?'”

Sergeant DeWolff gave Spider-Man a look. “You really want to add 'tampering with a crime scene' to your list of felonies?”

“Alright, alright. If it'll help put Tinkerer behind bars someday...” Spidey reluctantly began undressing (Don't worry, he'd kept his spandex on underneath it).

Behind DeWolff, the Enforcers and, uh, Lame Shocker Knockoff Man were being led in handcuffs into a police van. And all the while, the Shocker knockoff was screaming at the top of his lungs: “*I'll kill Tombstone! I'll kill him and everyone who works for him if it's the last thing I do! I'm the REAL Shocker! I'll teach the world to respect the name Herman Schultz! I'll...*” Finally, the van doors mercifully shut.

And with that, Spider-Man swung off before the police had time to decide if he was a threat or a menace. Man, what a bummer... Ah, well, it probably would've turned out to be another evil alien costume, anyways.

Spider-Man was just glad the ambulances had gotten there fast and no one was seriously hurt. Heck, Damage Control had already arrived to fix the wall before Spidey had even left. Still, he had to admit, being trapped under that rubble, able only to watch as the Shockers duked it out, praying no innocent people had been hurt... It'd been scary.

Was that what Gwen felt like every time Peter put on the tights? Helplessly watching from afar, praying no one got killed this time? Peter guessed, in light of that, he really couldn't blame her… No, Peter couldn't blame *anyone* for his problems but himself. He'd chosen to be Spider-Man, and he'd chosen to date Gwen. And now he had to deal with the consequences.

Spider-Man sighed as he released his web, hurtling through the air until he fired another at the nearest building. At least now the most dangerous Vault escapees were back behind bars. Maybe he could take Captain Stacy's advice after all? Hang up the tights for a while? With all the major supervillains put away, Peter didn't really have anything else to worry about, right?

"Oh, my poor robot..." Dr. Petty gave the Living Brain a gentle pat as he wheeled it into his apartment, just barely managing to squeeze it through the door. "Some mean old student broke your power cord, didn't they?"

The Living Brain came to a rest in front of Dr. Petty's beat-up old TV.

"Here, I'll have you fixed up good as new." Petty knelt down to replace the torn cord. "And in the meantime, why don't we both watch an old movie I DVR'd?" He clicked the remote.

The TV winked to life, displaying an image of a dancing cartoon puppet. The Living Brain's yellow eyes lit up right as the puppet started to sing:

"*I've got no strings,*

T o hold me down...

Chapter End Notes

Next Issue: Mary Jane Watson… in the grasp of THE PROWLER! What? You weren't expecting Living Brain, were you?

Complex Transactions

Any time Peter even thought about leaving his bed covers, his brain shrieked in protest. Geez, summer had just started and already he was wasting it. This was certainly a far cry from *last* summer, back when the thrill of being Spider-Man hadn't yet worn off and the utter, utter horribleness of being Spider-Man hadn't yet set in.

At least when Peter slept till noon, he wasn't having to put up with super awkward interning shifts with his ex-girlfriend or ultra delta omega awkward criminology classes with his ex-girlfriend's dad. Still, though, summer vacation without the responsibilities of Spider-Manning ought to have been a welcome breather for Peter. By all right, he should've been going to the beach with his girlfriend, making out with his girlfriend, playing couch co-op with his girlfriend, making out with his girlfriend, frolicking through Central Park with his girlfriend, making out with his girlfriend, and, oh yeah, making out with his girlfriend.

"Nnngh..." With a concentrated effort, Peter managed to roll over on the mattress. It took him a second to realize there was something nestled in his arms – a stinky old red-and-blue spandex suit. Oh, that was right, Peter had cuddled up with it last night. His arms had felt awfully empty otherwise.

...Peter was reaching peak forever alone-ness here.

He could always hang out with Liz, Sophia, and the other students at the X-Mansion, but honestly, they all seemed to have formed their own social circles without him, so Peter couldn't help but feel like an interloper. And none of those people interested Peter anyways seeing as none of them were named Gwendolyn Stacy.

Peter ought to call her. Yeah. Maybe if she just heard his voice, Gwen would remember how much she loved Peter and she'd snap out of this. His hand was halfway to the phone in his bedside charger when Peter caught himself. No, Gwen had every reason to feel how she did. The fear and the danger, it- it was overwhelming. The only way to make things kosher between them would be if Peter swore off being Spider-Man for good.

His eyes traveled to the picture of Uncle Ben on the nightstand. Ben had this self-satisfied little smile on his winkled lips. Peter could practically hear the words, *Ha ha, nice try, kiddo. You're stuck doing this for-EVER.*

His eyes returned to the Osberry. Peter took a breath, fumbled around until the charger cord popped out, and then flopped back onto his bed with phone in hand. He rested his head on his pillow as he thumbed through the contacts list. Eddie? Comatose. Harry? In Europe. Miss Brant? Peter had humiliated himself in front of her enough for one lifetime, thanks. The Jolly One? *That'd* be an interesting conversation. It'd alleviate Peter's boredom, at least.

His thumb reached the latest contact on the list. He stared at it a minute. Then Peter groaned, sat up under the covers, and turned to face that lamp with the bright red shade Aunt May had found at the thrift store. "Hey, MJ. It's me. Tiger. Y'know, Mary Jane, I've had a lotta time to think this last month, and I realized… that anti-commitment, no-strings-attached, free spirit creed of yours? I finally get it. It's *way* better than- than letting yourself get all worked up over relationship drama. Sure, that's totally shallow, but… maybe that's what I need right now?" He paused for a reply.

The lampshade said nothing. It couldn't talk. It was a lampshade.

"So whattaya say, Red? Wanna go out sometime? Like, on a date? We wouldn't be going steady

or anything equally primitive, right? We'd just be having a little fun. Not like we'd be making out. I mean, unless you really *wanted* to, in which case, I'd- I'd think about it. But we'd just be making out *as friends*."

"You're #$*%ing pathetic," said the lampshade.

Slowly, Peter moved his gaze back to the phone screen. Y'know, the crazy thing about modern technology was that you didn't have to enter a complex sequence of digits just to call someone anymore. All it took was… one quick tap of the thumb…

Don't do it. Don't do it don't do it don't do it don't- You did it. I hate you.

Somehow, Mary Jane had ended up huddled in the corner of her bedroom, tapping a faded spot of the wallpaper with her perfectly-shaped nail. A decade of this ritual had left the spot quite eroded. In fact, it'd formed a peculiar pattern… Great, her life was becoming a Charlotte Perkins Gilman story.

It wasn't MJ's fault she was losing it, though. Her bedroom just happened to be the least, err, scream-ey part of her house – so long as she kept her headphones at a reasonably high volume to account for the thin walls. It was a feasible short-term solution, but only when MJ had school to escape to for half the day. Yeah, summer wasn't her favorite time of year.

Luckily, her phone went off to save MJ from her pending insanity. "Mary Jane Watson speaking. Hold the applause."

"Hey, MJ."

She was nearly the one applauding when she realized who it was. "Tiger! To what do I owe the pleasure?"

"Oh, y'know, we're three days into summer break and I'm bored out of my skull."

"Really?" MJ's eyes flitted to the wallpaper. "Sounds rough."

"So, well, I've been doing a lotta thinking this past month, and I realized-"

"Oop, hold that thought, Tiger. Incoming call."

"Oh, th-that's oka-"

Peter's smarmy, smooth, yet slightly stammering voice was replaced by a considerably higher, more stammer-filled one. "H-Hi, Mary Jane."

"Girlfriend! What's up?"

"Oh, y'know, summer break's hardly started and I'm already wasting it lounging around the house," said Gwen. "I was thinking we could do something together for the Fourth of July this Friday. And maybe you could introduce me to your friend like you said?"

"Now that you mention it, there *is* a party I'm planning on crashing, but I'm not really sure if it's your kind of-"

"I can party." Gwen's voice went tighter. "What, you think I don't know how to have fun just because I'm the police captain's daughter?"

“You sure, girlfriend? We *are* talking about, like, a *party* party-” MJ was cut off by her phone’s incoming call alert. Seriously? Another one? “One sec, Gwen… Hello?”

“H-H-Hey, MJ.” This next voice was even more stammer-filled than the last one.

“Hobie! How’s life treating you?”

“Ah, y-y’know, summer break’s-”

“Summer break’s just started and you’re already bored?”

“Yeah, exactly! So, um, I was thinking about it a lot, and- and I was wondering if you could come over to my garage in Springfield Gardens? I’ve got something really cool I’ve been wanting to show you.” There was a pause, then a sharp inhale from the phone’s other end. “My, err, dad won’t be home, though. I hope you don’t mind. We’ll just be in the garage...”

“Mind?” MJ imbued the word with all the ingenuousness it could carry. “Why would I m-?” Incoming call. “Oh, for the love of… Hello?”

“H-H-H-Hi, Mary J-Jane.” This latest voice was the most stammer-filled yet. “Do you want to go out with me?” There was a silence, which the voice filled with heavy breathing.

“Who is this?”

“Seymour. Seymour O’Reilly. From gym class-”

“How did you get this number?”

“Wait, don’t hang up, I love y-!” *Boop.*

Mary Jane generally avoided the garage at her own house – for the same reason she avoided every other part of it that wasn’t her bedroom, the straightest possible path leading from the front door to her bedroom, and also the bathroom across the hall from her bedroom when absolutely necessary – so she guessed she’d never given the general concept of garages much thought before. She’d especially never thought that any garage could be *frickin’ cool.* Yet here she was in the Brown family’s, gawking at the display before her. How was a car even supposed to fit in here when there were so many gadgets and doohickeys lining the place? She and Hobie had to walk on tiptoe just to reach his workbench in the center.

That little phone conference earlier had ended with both Peter *and* Gwen vying for MJ’s attention. So, of course, when forced to choose between the two of them, MJ had gone for Hobie.

“You promise you won’t tell anyone?” he said for the millionth time that afternoon.

“Don’t you worry,” said MJ. “I’ve got something of a knack for keeping secrets.”

“Okay. Here goes...” Hobie took a breath, then yanked a purple cloth off the workbench to reveal… “Ta da!” ...some kinda, like, battle suit. The main body was green, but the gloves and boots were purple, as was the skintight mask resting over the shoulders. Top that with white eye-holes surrounded with black markings, not to mention some real sharp-looking claws on the gloves’ fingers, and the suit looked like a force to be reckoned with. At least, it would if someone was actually wearing it, as opposed to it just flopping over on the workbench, hollow.

“Whoa, cool.” MJ let out a whistle. “What is this? A cosplay?” She brought a hand towards it.

“Careful!” But Hobie blocked it with his arm. “Those are real blades in the claws.”

“Uh… dare I ask what you need real blades for?”

At this, Hobie shrank. “W-Well, they’re supposed to help you scale walls so you can… wash windows easier.”

A laugh escaped MJ’s mouth. “You went through all this trouble just to look like a badass at your day job?”

“It’s my *dad’s* job, and I was trying to make it safer for him!” Hobie’s voice cracked a bit. “I was gonna surprise him with this. At least, I was at first. But then I decided to add on a cool mask, and I guess I got carried away from there. I mean, I put everything and the kitchen sink in this costume – spring-loaded boots, spray-guns in the wrists… They’re supposed to spray cleaning fluid, but they can also fire smoke pellets so you can do the whole, like, ninja disappearing thing-” The speed of Hobie’s words had increased for a moment, but then he caught himself. His shoulders sagged. “I’ve been working on this for months. It’s my pride and joy. Like, this weird little passion project.”

MJ gave him a look. “And I’m the only other person who knows about it?”

“Who was I supposed to tell?” Hobie huffed. “The rest of the football team? They’d think I was the biggest dork in school. I mean…” He bowed his head. “...this *does* all sound incredibly frickin’ autistic now that I say it out loud.”

A moment passed. Then a hand wrapped itself around Hobie’s. “Yeah, well, who cares what those guys think? They don’t have an awesome super suit.”

Hobie managed a laugh. “You… You really don’t think it’s stupid?”

“You kidding?” MJ’s face drew nearer. “This is the least boring thing that’s happened all month. And here I’d thought you were just making a booty call.”

At this, Hobie almost squeaked. “You thought-?” The realization was sinking in. “And you came here anyways?”

Oh, wow. Never before had MJ boxed herself in so perfectly. “Yeah… guess I did.” Really only one response she could give to that.

And then, well, you can guess what happened next. Hobie wasn’t half bad for a beginner. Plenty of tongue.

Though he’d have to learn to hold his breath for way longer, judging by how fast he broke things off. “Wow.” Now he was grinning like a loon. The exchange had left MJ’s back pressed against the workbench. “That was… MJ, you’re amazing.” And he was the one doing the pressing.

Mary Jane made a show of inspecting her nails. “Well, I don’t like to brag…”

Hobie laughed. Well, it was more of a manic giggle. “This is officially the greatest day of my life. It’s like I’m an actual superhero.” He leaned in again. “I’m just like Spider-Man!”

But MJ leaned back. “Um, y-yeah, guess there is kind of a resemblance in the, uh, in the mask. But, I mean, really, I’d say you’re more like a blue-collar Iron Man mixed with a peasant Black Panther. Totally… Totally original blend of heroes. And besides…” Her hand fumbled for the purple cloth lying half-off the table. “…Spider-Man doesn’t wear a cape, now does he?”

“A cape?” Hobie blinked. “Oh, no, that was just to cover everything. A cape would be kind of...”

“Awesome?”

“Impractical.”

“C’mooooon.” As she spoke, MJ wrapped the cloth around Hobie’s shoulders. “You’d look great in it.”

“I don’t think that’s such a good-” It was at that point that Hobie made the mistake of gazing into MJ’s eyes. “But on the other hand… I could totally rock a cape.”

“Now we’re talking.” MJ began rubbing her hand over Hobie’s forearm. Just one of those subtle little hints she loved to give. “So what’s this suit thingy for, anyhow?”

“For?” Hint received loud and clear. “It’s not really ‘for’ anything. It’s just, like, an art project. I mean, I doubt they’d let my dad actually wear it to work at this point, and- and I ended up fitting it to me, anyways.”

“You don’t want to fight crime or something?”

“You kidding? You seen the thanks the Bugle gives Spider-Man for all *his* altruism?” For a moment, Hobie was actually distracted from the approaching lips.

“Sure, but you’re not just gonna let your suit collect dust down here, are you?”

“Well, if you have any uses for it, I’m all ears.”

MJ actually did have an idea, but she’d have to tell him in a minute. When her mouth was unobstructed.

“*Whooooooooo-!*”

A pair of purple, spring-loaded boots touched down on a rooftop in the heart of Manhattan, followed by a pair of regular, black, designer boots. Their whoops of delight were followed by the whir of a grappling hook retracting back into Hobie’s wrist. His brand new cape was wrapped around Mary Jane even tighter than Hobie’s big, beefy arms. It was almost enough to make MJ self-conscious, seeing as all she had to protect herself from the night air was a plain pink t-shirt and short shorts. She said “almost” because Mary Jane Watson wasn’t actually capable of feeling self-conscious.

“Oh my god, I honestly didn’t think I’d get my pulse up all summer,” she said, grinning. “We’re doing this every day for the rest of our lives, okay?”

“Heh. Yeah.” Hobie puffed out his chest. His face was impossible to read behind that mouthless mask, but MJ could hazard a guess. “Rest of our lives.”

MJ’s eyes flitted to his wrist. “So that’s really the same pulley mechanism thing Glory used to drop from the ceiling in *Midsummer Night’s?*”

Hobie nodded. “I kinda repurposed it. I was just studying it at first, and I was gonna give it back, but-”

“Eh, not like the drama club was getting much use out of it, anyways.”

“I guess not.” Hobie’s own eyes traveled to the skyline above the vanishing sun. “Man, the city’s gorgeous from up here. This must be what it feels like to be-”

“-to be Daredevil?” offered Mary Jane. “Y’know, with those weird billy club cables he swings on? I’m sure he appreciates a nice view every now and then.”

“Yeah,” said Hobie. “Daredevil.”

“And speaking of *Midsummer Night’s*, I notice you kept the color scheme from your Puck costume.” MJ poked a finger to the center of Hobie’s green chest piece. It was made of Kevlar or something, by the looks of it. “It looks good on you.”

“Thanks.”

“Surprised the cable can hold that much weight, though…”

“Course it can. Watch this.” Hobie fired the grappling hook into the arm of a crane overhead, then pulled himself up, flipping over so he was hanging upside down in midair, knees bent like a frog’s.

“Wow. Nice grip for a guy with no super strength.” As she spoke, MJ brought a hand to his mask, pulling it back over his jaw. “Must be that football physique.” For a moment, she was worried the physical contact would make him let go, but Hobie managed to keep up that grip, even once MJ started upside-down-kissing him.

Well, wasn’t this picturesque? Mary Jane had finally gotten everything she’d ever wanted. An escape from boredom, a cute guy to fool around with… It was all perfect. Which was why Mary Jane felt so happy right now. Yep. Happy.

“*Hey!*” But again, the making out didn’t last as long as Mary Jane would’ve liked – this time because of the security guard who’d just entered the rooftop from the stairway door. “What the-?” The moment he spotted the crazy kids, the guy’s hand went for the walkie-talkie on his belt. “We’ve got a prowler up here! And a cute redhead.”

“*Crap! Run-!*”

The next instant, Hobie had scooped MJ up in his arms again so they could swing to safety. After several gut-wrenching minutes, the two of them dropped down into an alleyway, panting.

“That- That was a close one.”

“Yeah,” said Mary Jane, hands on her knees, “juvie is *not* a fun place to visit.” She paused. “Or so I’ve heard.”

They remained in the alley a second. Okay, MJ hadn’t wanted her pulse to get quite *this* high over the summer.

“I think that was enough, uh, prowling for one night,” said Hobie, pulling his mask back over his chin. “Let’s get you home.”

“Aww, but-”

“Hey, we’ve got the whole summer ahead of us to screw around. There’s no rush.”

“Yeah… okay.”

“Come on, MJ.” Hobie nearly put a hand on her shoulder, but he darted his claws away in the nick of time. “I’ll even swing you home in costume.”

Well, that was *one* way to make the return trip less disheartening.

The imaginary talking lampshade had been right. Even after waiting all that time on hold, Peter hadn’t had the guts to ask MJ out. At least, he hadn’t had the guts to specify he wanted to go on a *date* with her and not a platonic friend buddy pal friendship party adventure.

Peter straightened his posture as he neared the house, draped in shadow by the glow of the streetlamps. He’d never been here before, but this was the place, judging from the numbers on the mail box. It’d only been a short walk from Forest Hills. No wonder MJ was always popping back and forth between here and her aunt’s.

Even if Peter *had* worked up the nerve, it turned out MJ had already made plans to spend the day with some other guy. How many guys was she in contact with, exactly? And how many had made the groundbreaking observation that Mary Jane was super hot? If Peter *did* ask MJ out, would that really be anything special to her? Would it be anything special to *him?* Did a date even *need* to be special?

Peter had no clue – He’d never been on a non-special date before. Heck, half the reason he’d hooked up with Liz was because she’d burned bridges with Flash to be with him, and that was a big deal to Peter because- because he’d thought he was just some stupid cringey nerd, and then out of the blue, a cheerleader had been on his doorstep making out with him. That was about as “special” as it got.

And then there was Gwen. Ugh, just thinking that name made Peter’s chest ache. Even after Thanksgiving, Peter hadn’t guessed how hard Gwen had fallen for him. She’d really loved Peter. And… she still did. Peter wondered if *she* was the least bit tempted to go fool around with a random hot *guy?* He pictured Gwen kissing, like, Rand or someone. Y’know, making out “as friends.”

…Peter had the sudden urge to teach Rand the definition of “defenestration.”

Well, it was decided, then. Peter would simply turn back around, and then he’d spend the rest of his life miserable and alone because even if he did find another girl with genuine feelings for him, she’d never hold a candle to Gwen Stacy, so Peter might as well get used to being sing-

Oh, wait, he was already on MJ’s doorstep. Too late now. Maybe… Maybe Peter didn’t actually have to ask MJ on a date, specifically. Mary Jane had taken it upon herself to be Peter’s and Gwen’s relationship coach, right? Peter could simply say he needed to talk to her again about all that. Or maybe – and this was the craziest idea of all – maybe Peter could actually be *honest* with Mary Jane about his conflicted feelings?

After all, it wasn’t like *MJ* had never shown up on *Peter’s* doorstep unannounced before. Well, informing Peter of Aunt May’s heart attack wasn’t *quite* as vapid a reason, but still. Come to think of it, if Peter knocked right now, he wondered if MJ would have on those cute bunny slippers?

His finger hovered over the doorbell.

Peter stayed that way a minute… until he was snapped from his spell by the sound of muffled screams. Not like, “*save me, Spider-Man*” screams, but like, “*no YOU left the lid up*” screams. Huh. Peter hadn’t realized MJ’s folks were so, err, noisy.

But then he heard an even louder sound – a thump. For a sec, Peter wondered what *exactly* was going on in that house. But then he realized where that thump was actually coming from. Either MJ's parents were having their argument on the roof, or…

Peter peeked around the corner. And the sight above made his heart stop. A shadowed figure was hanging off the wall beside an upstairs window, clinging to the brick with the set of talons on its hands. It was hard to tell in the moonlight, but those claws looked distinctly… feline.

Scarcely a second later, a fully-costumed Spider-Man pounced onto the wall across from the window. No, he hadn't been seeing things – There was indeed a humanoid figure up here.

"*Hey, you!* Wanna buy some girl scout cookies?" At the sound of Spidey's voice, the figure sprang back, startled, and then sprinted up onto the roof. "Wait, come back! I've got thin mint!"

What was Black Cat doing at Mary Jane's house? Oh lord, what if Black Cat *was* Mary Jane? Spider-Man had no clue how the logistics of that would work, but the idea did hold a… certain appeal.

But Spidey barely had time to rationalize before he was closing in on the figure. Right as his heart was starting to pound, he got close enough to realize… this wasn't Black Cat. Or Mary Jane, for that matter. The intruder was a bit too, um, lacking.

Spider-Man landed directly in front of the mysterious figure, blocking his path. The intruder drew back, startled. He seemed to be covered from head to toe in a pale green-and-purple uniform. Hard to tell in the moonlight, but it looked like something a bit more durable than Spidey's spandex. The dude's mask was molded into a scowling face with pure, white eyes surrounded by black markings, and his gloves ended in pointy-looking claws. He kinda resembled Black Panther (the king of the African nation of Wakanda who doubled as a cat-themed superhero) except this guy had a flowing violet cape wrapped around his shoulders. So he was Batman. Black Panther with a cape would just be Batman.

"A cape, huh?" Spidey crouched into a fighting stance. "Gotta say, I admire the boldness." He ducked a swipe of the stranger's claws, his mouth running all the while. "I almost put a cape on my costume, too-" He swung his fist. "-but then I realized it'd look stupid."

To Spider-Man's surprise, the punch actually landed, sending the crook reeling backwards. Huh. For a supervillain, this guy sure moved slow. "What, you need me to go easy on you?"

And now Not-Batman was wordlessly running away. Sheesh, tough rooftop. Guess this guy was the strong, silent type.

"Okay, I realize the last time I attacked a guy just for looking like a supervillain, I ended up making things worse-" Spidey sprang after him as the guy bounded to the next rooftop over. Queens was, after all, better suited to rooftop-hopping than building-swinging. "-but something tells me you didn't get that battle suit from a freak lab accident. No, wait, lemme guess, the zipper got stuck and now you have no choice but to wear it while you, um, creep around the houses of attractive high school girls?" Yeah, Spider-Man was having a hard time concocting an alibi that made this dude look anything approaching sympathetic. "But, hey, maybe I've got it all wrong. Maybe you're actually a fellow superhero? In which case, guess you missed the memo, we generally avoid green and purple-"

Before Spidey could land another blow, the crook held out his arm. There was some sort of cylinder wrapped around it, not at all unlike Spider-Man's web-shooters, except instead of webs, it shot out a cloud of gas.

“Look, you’re obviously new, so I guess you don’t know this-” Spidey ducked the oncoming plume. His spider-sense wasn’t tingling, so it was safe to say this stuff wasn’t bug spray. “-but it’s customary to trade witty banter with me.”

He charged into the gas, only to discover the dude was long gone. Sheesh, maybe the guy really *was* Batman, escaped from the pages of silly comic books and into the real world.

Peter was still reluctant to discount the possibility that the cape-wearing weirdo was a good guy. Maybe he was an impoverished loser who’d gotten suckered into wearing that suit by some evil mastermind, and now if he tried to take it off, it’d explode? Yeah, that sounded just contrived enough to be true.

Nevertheless, Peter couldn’t help but worry that the dude might return to the scene of the crime. That was why Peter rolled down his sleeves to make sure every inch of red spandex was hidden, took a deep breath, and rang the doorbell.

The muffled screams from within had a sudden exponential increase.

After a few moments of this, Peter caught a voice from the other side of the door’s peephole: “*Oh, don’t get up. This isn’t one of your-*” The next snatch of conversation was indecipherable. “*-sixteen-year old boy from my school. No one you’d be interested in. Or is that too much of an assumpt-?*” More indecipherable bits. “*Yeah, #*$% you, too.*” Then the door swung open.

Turned out Mary Jane wasn’t wearing her bunny slippers. In fact, she wasn’t wearing much more than a pink t-shirt and a black bathrobe. “Tiger! Always good to see you.” Instantly, MJ’s nails were in Peter’s arm, and he found himself led down the doorstep. “It feels *great* out here. Let’s talk outside.” She kicked the front door shut behind them.

“Um, yeah, sure.” Peter’s arm wasn’t freed until they were a good five feet from the doorstep. They were closer to the road than the house. “Sorry to bother you. I was just, y’know, walking through the neighborhood, and I thought I saw, like, these weird guys jumping around on your roof. Wanted to make sure you were okay.”

“Oh, you’re no bother. That’s sweet of you, Tiger.” The breeze fluttered MJ’s bathrobe open, prompting her to fold her arms over her chest. “Don’t worry. Phil- my dad, he- he already called the police. Probably just some mutant teenagers screwing around. No big deal. The cops are on it.”

“That’s good,” said Peter.

A moment passed, during which time the breeze turned its attention to Peter. He had to pin his blue t-shirt down with his hands, lest he flash his spider-logo in MJ’s face.

“I feel horrible,” MJ suddenly said. “I totally blew you off on the phone this morning. I mean, I had a thing with Hobie, and, well… Anyways, you wanna hang out tomorrow?”

“Hang out?” Peter swallowed. “Just the two of us?”

“Yeah,” said MJ. “You know me. It wouldn’t be, like, a *date* date, but…”

“...just a date?”

Mary Jane’s eyes traveled to the grass. “Guess so.”

Peter’s own eyes traveled back to the front door. He took in a breath of frigid night air. “Sorry, my

boss called earlier, and I'm actually gonna be, like, swamped with work for the foreseeable future. Maybe some other time?"

At this, something about MJ's posture seemed to loosen. "Oh, that's okay, Tiger. Gotta respect a career man." Her eyes flitted to the front door, too. "Well, I'm sure you've got places to be. Don't let me keep you."

"Yeah." Now that the breeze had died down, Peter risked bringing his hands to his pockets. The two of them stood in place a bit, shivering. "Goodnight, Red."

"Goodnight, Tiger." Just before turning around, Mary Jane seemed to catch herself and blurted out, "Oh, but for future reference, if you're dying to hear from little old me again, call me first, and if I don't answer, try my aunt's house or- or leave a message or whatever. No need to walk all the way out here-"

"Oh, I didn't- I- I was just in the neighborhood."

"Okay. Okay, good." Not another word was spoken as Mary Jane scurried across the front lawn and back into her house.

Peter's eyes stayed trapped on her back until it vanished behind the front door. Even once he was alone, Peter stood in place a minute.

Man, these bed covers were toasty. Clearly, leaving them had been a mistake.

Whistleblower

Chapter Notes

See the end of the chapter for notes

The first thing to hit Gwen was the music. She was actually kind of impressed – She hadn't known sound waves could rattle your teeth. It was erupting from a set of massive speakers thoughtfully planted by the apartment's front entrance:

"*Now I'm lying on the table,*

With everything you said.

It will all catch up eventually.

Well, it caught up, and honestly-"

The second thing to hit Gwen was the sight of the other girls. She hadn't expected there to be so many. The ratio of girls to their clothing, though, was a different story. And Gwen couldn't help but roll her eyes at the masters of subtlety checking those girls out (i.e. the swarms of teenage boys in even more disproportionately high numbers). But then, the sight of those other teen girls at least made Gwen feel less horrible about what *she* was wearing.

"*The weight of my decisions,*

Was impossible to hold,

But they were never-

They were never-

They were never yours."

It was taking a conscious effort to keep from folding her arms over her chest. That'd defeat the whole purpose of letting this top suffocate Gwen in the first place – if you could even call it a top, it was so tiny.

"*Well, I know you know… everything.*

I know you didn't mean it.

I know you didn't mean it…"

"I can't believe you made me wear this." Gwen's eyes flitted to Mary Jane, who'd managed to wear even less than Gwen while looking far classier, a fact which made Gwen's brain hurt.

"Funny, I don't remember putting a gun to your head in the changing room." That seemed to settle the matter, and so MJ grabbed Gwen's wrist and led her to the heart of the party.

"Whose apartment is this?" Gwen wondered aloud. She received no answer – Her voice had all but vanished behind the boom of the speakers. Everyone was supposed to head out to the balcony in a minute to watch the fireworks over the East River, but between the noise and all the glowsticks people were waving around, Gwen doubted anyone would actually notice once the show started.

Even once Gwen's wrist was free, she trailed behind MJ, praying she didn't look too much like a duckling following its mother. Every so often, a guy would lay eyes on Gwen, which only prompted her to huddle ever closer to her redheaded protector, which in turn prompted even *more* eyes to fall on the *both* of them. Stupid cleavage window on MJ's stupid black top…

Gwen wished she'd worn her glasses so she'd have something to fidget with. The lack of them made her keep wanting to touch her face, but the last thing Gwen needed to do right now was ruin her hair and makeup. Mary Jane had outdone herself with this latest makeover. Gwen was about as pretty as she was capable of being, which she was fairly certain was the only thing keeping her from being laughed out of the party.

She and MJ passed a group of guys leaned against the living room wall, drinking who-knows-what out of plastic cups. This time, Gwen huddled close enough to catch MJ's notice.

"Hey, loosen up, girlfriend." Mary Jane rolled her shoulders, as if to illustrate the proper amount of looseness. "You're the one who wanted to come here with me."

"Yeah… Guess I was." Gwen couldn't help but gape at MJ some more. Apparently, the living rooms of total strangers were her element. MJ was only one of a massive number of bodies occupying the apartment, yet with all the stolen glances she was earning from partygoers, you'd think she was omnipresent.

"Come on, a little fun will do you good." Mary Jane turned back to meet Gwen's eyes. There was something about her face… Well, MJ's face had always struck Gwen as perfectly-formed, but now it seemed even more so. It wasn't any physical change, like the fact that MJ's hair had grown out since the Fall Formal and now fell past her shoulders. No, it was a- a kind of radiance, if that made any sense. Maybe it was just the way Mary Jane was looking at Gwen, like she was well aware Gwen was using her as a walking comfort blanket, and she didn't mind in the least. It made Gwen feel more relaxed. But also more nervous.

"Oh, there's Hobie." MJ hurried off to the apartment's kitchen area, and Gwen, of course, hurried after her. "You'll like him, I promise. Me and him are-" For the first time that night, the intensity of Mary Jane's swagger fell below a hundred percent. "-are an item now, I think."

Gwen raised an eyebrow. "You think?"

"Hobie! You look great!" Mary Jane didn't have time to reply to Gwen because she was too busy charging towards the guy who may or may not have been her boyfriend.

"Not compared to *you*." Well, Hobie hugged MJ pretty tight the moment she drew near, so Gwen would have to throw that in the evidence pile. Gwen was pretty sure she'd seen Hobie Brown before, but only out of her peripheral vision – or else covered from head to toe in green makeup. His hair was styled in evenly-spaced corn rows running from neck to forehead, and his biceps poked out the short sleeves of his white t-shirt. Eh, he wasn't the kind of guy *Gwen* would go for, but then, few guys were. "And who's your friend there?"

MJ grinned. "Would you believe she's Gwen Stacy?"

"*Gwen Stacy?*" Hobie's wasn't the only head that turned. "The Gwen Stacy from *our* school?"

Gwen managed to mumble something resembling the word "yes."

"She's my masterpiece, is what she is." Yeesh, MJ needed to warn her before slinging an arm over Gwen's shoulder like this. Gwen nearly had a heart attack. "I'm so proud of her, I might cry."

Despite her best efforts, Gwen ended up laughing. “Just don’t expect me to start singing ‘You’re the One That I Want.’”

“Ooh, there’s the punch bowl.” MJ pointed it out to the other two. “Is anyone thirsty?” She gave Gwen a look. “Besides every boy you and me walk past, I mean.”

After that, Mary Jane glided off towards the bowl, leaving Gwen and Hobie to bask in her aftershock. Wow. Look at the way Hobie was staring at Gwen. Look at the way *everyone* was staring at Gwen. Was she really drawing as many eyes as *Mary Jane friggin’ Watson?* Maybe all those times MJ had said Gwen was every bit as gorgeous as her, she *hadn’t* just been saying it?

Without meaning to, Gwen locked eyes with a random boy from the crowd. His darted away the moment hers neared, prompting his cheeks to fill with red. Heh, Gwen hadn’t realized she was so powerful. Was this what it was like to *be* Mary Jane? No wonder she loved these parties so much.

“She’s something else, isn’t she?” Hobie’s voice shook Gwen back to reality. Looked like he was still basking in that aftershock. “Like, you just stand next to her, and she’ll make you think you’re the most important thing in her world.”

“Yeah.” Gwen’s cheeks had started to rise, but now she found them sinking back down. “She’ll… make you *think*...” A moment passed. “Hey, Hobie? This is none of my business, really, but are you and MJ, y’know…?”

“A couple?” Hobie shrugged. “Well, we haven’t said it in so many words, but…”

“I mean, I didn’t think Mary Jane was interested in real relationships, but then all that stuff with Mark happened-”

“Mark?” Hobie gave a start. “Who’s Mark?”

“Mark Allan?” Gwen’s jaw nearly dropped. “You don’t know about-? Hobie, it was on *every* news station last February.”

“Wait, the molten guy?” Hobie strained to remember. “Sorry, there’s so many supervillains now… Didn’t he used to work the drama club’s lights?”

“Yeah, and things were serious between him and MJ before he went molten. It was traumatic for her. I mean-” Gwen glanced back at the punch bowl, where Mary Jane seemed to have gotten distracted chatting up some random guy. “-she doesn’t *seem* traumatized, but, well, how could she *not* be?” Gwen’s attention returned to Hobie. “She hasn’t said anything to you about it?”

Hobie opened his mouth to reply.

“Hobie! You’re here, too? Awesome!” But the next instant, a group of kids barged towards them. The approach of Flash and Kong made Gwen impulsively cringe, though it was mollified a bit by the presence of Glory. Not to mention Flash’s wheelchair, the sight of which made it difficult for Gwen to stay *too* angry at him. Rand was there, too, though Sally had been replaced with a girl in an expensive-looking violet dress – Janice, if Gwen was remembering right. She was from a different school.

“Great party, huh?” said Flash.

“I’ve seen better,” muttered Janice from behind her phone.

“I-It’s pretty good.” Hobie looked almost relieved to have gotten a word in. “I’m really just here to hang out with Mary Jane, though. We’re, uh, we’re kind of a thing now.” Gwen didn’t know

what response Hobie had expected. A round of high-fives, maybe, but definitely not a round of awkward stares. “What?”

“No, no, that’s cool,” said Flash. “Mary Jane’s pretty great. I mean, even *I* tried to go out with her at first, but-”

“But what?” Hobie’s voice had gone a note higher.

“She’s a gigantic slut,” Kong said through a mouthful of brownie.

It was just one tiny syllable, yet it sent a ripple through the group. Hobie looked dumbfounded, Gwen looked horrified, Janice looked amused, and Glory looked a second away from clawing Kong’s eyes out. “*Kenneth. Kong*.”

“What?” Kong swallowed with a little more noise than Gwen would’ve liked. “She is!”

In a rare display of thoughtfulness, Flash seemed to notice Hobie’s face. He looked up at him, took a breath, and said, “Look, we don’t have anything against her, but you gotta face the facts, man. MJ totally led me on after the formal, and then when I tried to get too serious with her, she played the ‘free agent’ card like she always does.” He made finger quotes to punctuate his point.

“And then she went through the same song and dance with just about every other guy on the football team,” said Rand. “And some of the cheerleaders...”

“Ah, she’s one of *those* girls,” spoke up Janice. “Lemme guess, she just so happened to hit on those cheerleaders while a crowd of guys was nearby-?”

“She’s not *faking* being bi!” Next thing Gwen knew, every head had snapped her way. They looked as surprised as she felt – Gwen hadn’t expected her words to hold so much bile.

“Nerdette? Is that you?” Flash’s eyes had gone wide. “*Damn*, and I thought your *last* remodel was-” He was cut off by the closest Gwen could come to The Look without her glasses.

“I can’t believe you guys.” Gwen had to fight to keep from trembling. “Some friends *you* are… H-How do you think Mary Jane’s going to feel when I tell her what you all really think of her?”

“We don’t have a problem with her, though,” Flash said tightly. “It’s just pretty obvious every guy on the football team’s getting a turn with her, and I’m trying to spare Hobie from going through what *I* had to-”

“But MJ really does like me!” Hobie’s voice didn’t hold nearly the bile of Gwen’s. It was trembling too much for that. “Because she, uh, she loves theater, and she liked me as Puck, so I’m… not just a random football player to her.”

“That’s exactly right, Hobie.” Gwen put a hand on his back. “You don’t have to listen to this crap.” Her gaze moved to Flash. “I mean, isn’t that exactly how you got Sha Shan to like *you?*” When Flash failed to reply, Gwen turned to Glory. “Glory, come on, you’re MJ’s friend, too. Back us up here.”

But Glory’s face seemed to have grown more bemused over the course of the conversation. “Well… I’m definitely not judging Mary Jane or anything, but now that I think about it, she *does* engage in some behaviors I find a bit… off-putting.” On the last word, she shot a stabbing glance Gwen’s way.

Gwen found herself hugging her chest. She hadn’t noticed before, but Glory seemed to be wearing, y’know, her normal amount of clothing. In fact, the more Gwen examined the crowd, the

more girls she spotted wearing that amount. The longer she looked, the more difficult it grew for Gwen to stop from trembling. Maybe she was just cold. She wasn't exactly protecting herself from the elements here.

"Okay, but- but me and MJ really hit it off at the Fall Formal," said Hobie.

Flash snorted. "Yeah, *everyone* hit it off with her at the formal. More guys danced with her than didn't."

"And yeah, she dated Mark for a while," added Rand, "but she couldn't go five minutes without reminding everyone those were 'un-dates.'"

"Unbelievable." Gwen's brow had started to quiver.

"Oh, and MJ's part of the reason me and Liz broke up," added Flash.

"She didn't *make* you go to Coney Island with her!" Whoa, Gwen's voice had actually carried over the music. She was drawing onlookers, and not with her outfit this time. "You're- You're projecting! Maybe *MJ's* not the slut here, *Eugene?*"

"*Projecting?*" snapped Flash, sitting up in his wheelchair. "Mary Jane posed like a camgirl in my birthday video. When my *MOM* was holding the camera!"

For a moment, the only noise in the group came from the background music.

"She did *not,*" said Gwen.

Flash whipped out his phone. "Oh yeah? Wanna see?"

"You kept it?" said Janice with a smirk.

Gwen had to admit, she was a little tempted to lean over Flash's shoulder and watch the screen just to, err, judge for herself. But before Gwen had the chance to resist that temptation, a breathy voice said, "Don't worry, I'm back! The party's fun again!"

Every last eye became trapped on the approaching redhead.

"Cool balancing trick, huh?" Mary Jane handed the plastic cups in her hands to Gwen and Hobie, who robotically accepted, and then retrieved the third cup for herself from its resting place on the, err, window of her top. "I knew us gals had these things for a reason." She took a sip. "This punch is *amazing*. This is, like, my fourth cup."

The group stared at her in dead, dead silence.

"You're new." MJ's head snapped towards Janice. "Hi, I'm Mary Jane Watson. But I'm sure my rep precedes me."

"Actually-" Janice's eyes flitted to the rest of the group. "-I think it really *does*." She waved a hand. "Hi. Janice L-"

"Hey, MJ?" But just then, Gwen gave MJ's shoulder a tap. "Sorry, but can I talk to you for a second?"

"Yeah, talk away." MJ spun towards her. When Gwen failed to reply, MJ said, "Ohhh, you mean *in private*." Gwen nodded, and so Mary Jane strutted away alongside her, but not before turning back to wink at the group. "Sorry, I gotta go. Now the party's boring again."

Gwen hadn't the faintest idea where she was going, meaning she ended up leading MJ into the laundry room. This was about as private a location as they'd manage given the circumstances, Gwen supposed. A pair of boys was making out behind the washing machine, one small and mousy, the other big and burly, but they didn't pay the girls any notice. Well, *MJ* paid *them* notice – She started to whistle and applaud before Gwen yanked her away.

"Can you please get serious?" Gwen folded the door shut, trapping them inside. Now the only light came from the glowing buttons of the washer and dryer. It made everything look blue. "Look, I appreciate what you're trying to do here, but this party isn't for me. Can we leave?"

"Leave? Aww, but we just got here!" MJ lurched forward, letting the cup fall from her hands and spill punch all over a stray towel.

"Well-" Finally, Gwen gave into temptation and fidgeted with the part of her nose where her glasses usually sat. "-you can double back after you take me home. I know you want to spend time with Hobie-"

"What?" MJ blinked. "No, forget Hobie. He's boring without his costume. I care about-"

"Without his *what?*"

"I care about *you*." Okay, MJ seriously did need to warn Gwen before touching both her shoulders like this. "I'm not staying here if you're not staying. We could just go back to your place. To- To hang out."

Gwen took a breath. "I don't want to ruin your night, though."

"Yeah, well, I don't wanna ruin yours." MJ's head was a lot droopier, all of a sudden. "I'm sorry, girlfriend. I just wanted to help you get over your breakup with Peter and stuff."

Gwen couldn't help but wince. That was the first time MJ had dropped the P-word in weeks. Huh. Weird…

"And I only pressured you into one of my slutty outfits to, y'know, build up your confidence." MJ's head gave another lurch. "And because you're super cute when you're embarrassed."

"*Hey-!*" Gwen tried to squirm away, but those hands stayed tight on her shoulders. With the light shining on it, Gwen's face must've looked bright purple.

"I know, I know, I'm sorry." MJ carried on rambling, oblivious to her struggle. "I've been a real shitty friend lately. I mean, if you knew how much I've been hanging out with your ex, you'd hate my guts."

The squirming came to an abrupt halt. "Excuse me?"

"But it's not fair, though, because he's my friend, too, and I'm a full-blooded bisexual anyways, so, like, should I quit hanging out with *both* of you?" Mary Jane's words were gaining in speed and losing in articulation. "I could be crushing on *you* for all Pete knows."

"Oh," said Gwen, more to herself than to MJ.

"Ah, look at me." MJ released Gwen's shoulder so she could slap her own forehead. "Why do I gotta make everything so dramatic? Must be my inner theater geek. C'mon, Gwen, you know you're just my gal pal."

"Are- Are you feeling okay?"

MJ answered by lurching again. “All those losers drooling on my shoes at my old schools… I don’t even remember their names anymore. But you’re different, Gwen. You and Pete. You’re special. I’m never gonna forget Gwen Stacy. Gwen. Gwen Gwen Gwen Gwen Gw-”

Gwen was forced to catch her before MJ face-planted on the carpet. “MJ, what’s…” Gwen’s eyes darted to the cup in her own hand, then to the one MJ had let drop on the towels. “…in this punch?”

“Huh?” MJ murmured into Gwen’s shoulder. “Oh, c’mon, this party’s for high schoolers. The punch isn’t-” She was forced press a hand to her mouth to stifle a sudden burp. “Okay, I might be a little buzzed, now that I think about it.”

“Oh my god.” Gwen’s grip tightened. “Did someone *roofie* you?”

MJ laughed. “What? That’s just in movies. No one actually does that.”

“Yes they do! My dad sees it all the-”

“Gwen, Gwen, listen. This is important.” Now MJ’s face was a mere three inches from Gwen’s. “You’re my best friend in the whole world. You know that, right? Nothing matters more to me than making you happy. Nothing. You deserve to be happy after…” MJ’s lids were shutting. “… all the Spider-Man stuff Peter’s put you through.”

The next instant, Mary Jane found herself shoved onto the towels.

“*What* did you say?” If Gwen’s pulse hadn’t been pounding before, it was now.

“Whuh?” MJ flopped backwards, rubbing her head. “What *did* I say?”

“He-?” Gwen’s mind was racing. “He told y-?”

Rap, rap, rap, rap, rap. She nearly sprang onto the ceiling. Someone was knocking even louder than the m- Actually, come to think of it, what’d happened to the music?

Gwen risked a peek out of the laundry room. Turned out the knocking hadn’t been on this door, but the front one. The sound had sent the party into a panic of fleeing girls and cowering boys spreading whispers of a spiked punch bowl.

But Gwen managed to stay calm. At least until she saw who was on the other side of that front door. “Alright, break it up. We’ve got noise complaints, reports of underage drinking…” The sight of that tidy, platinum hair over that wizened face nearly made her faint.

“*Seriously?*” She spun back to the towel pile, eyes bulging. “If my dad sees me like this, he’ll make me join a convent!” Gwen gestured to her top, which was honestly more of a large pink ribbon wrapped around the right places.

“*Your dad?*” If anything could make MJ sober up, it was that. She sprang upright on the towels, matching Gwen’s face with her own. “What’s a *police captain* doing here?”

“He must’ve been in the neighborhood when the cops got called.” Gwen retreated deeper into the laundry room, shaking her head and hugging herself. “Oh god, my life’s flashing before my eyes.”

“Um, uh-” Mary Jane’s own eyes darted around the area. “Maybe you can trade clothes with one of them?” She pointed at a thumb at the two boys, who continued to make out, pleasantly oblivious to their surroundings.

Gwen stared a moment at their matching flannel jackets. “Yeah, because Dad would take that *way* better-”

“The fire escape.” Mary Jane pulled herself to her feet, though she was a bit on the wobbly side. “It’s a straight shot from here to there. I’ll distract him, you run.”

“Really?” Before she realized what she was doing, Gwen’s arms were around MJ’s neck. “*Thank you so much.*”

Wow, who’d have thought Mary Jane’s natural propensity for distracting would come in handy?

“Cap’n Stacy?” Mary Jane managed to approach him without swaying *too* much. “Oh my god, you like parties, too? No way!”

Captain Stacy gave her a wry smile as he marched across the apartment’s living room, which was considerably emptier than it’d been a minute ago. What a mystery. “Watson.” He nodded to her.

“Sherlock.” MJ nodded back.

Behind her, MJ caught a sound that she could only hope was a poor girl running to the fire escape. MJ didn’t envy Gwen. Especially not in those heels. Youch.

“How many more times are we going to meet like this?” Luckily, Captain Stacy’s eyes remained planted on MJ amid the chaos.

“Aww, that’s sweet of you to worry, sir, but I’ve cleaned up my act.” Mary Jane took a step back, though she stumbled a bit. “I’m gay as an-” She hiccuped. “-*straight* as an arrow now.” It was shortly followed by another hiccup.

That wry smile had grown a bit more strained. “Then you’d have no problem taking a breathalyzer test?” Captain Stacy reached into his uniform’s pocket to retrieve a gray, squarish device with a little plastic tube coming out the top.

Mary Jane couldn’t look away from it. “Yeah,” she said. “Of course. Duh. I mean, I don’t know why you’d waste your time on me when there are so many other kids here who’re clearly plastered, but- but okay.”

“Well, I might have something of a bias-” Captain Stacy shoved the device into her perfectly-manicured hands. “-seeing as you’re my daughter’s personal hero.”

“*Me?*” MJ couldn’t help but smirk. “You, uh, sure you don’t have me mixed up with someone else?”

At this, Captain Stacy sighed. He had to tilt his head to meet her gaze. Dude was tall. “Gwen thinks the world of you, Watson. You’re her friend. She doesn’t have many of those.” He nodded to the breathalyzer. “Now let’s make sure that admiration isn’t misplaced, shall we?”

Mary Jane swallowed. “Right. Here goes.” Slowly, she brought the tube to her lips…

Thump. But a sudden noise turned all heads towards the balcony. MJ was so startled, she let the breathalyzer tumble to the carpet. There perched on the balcony railing, was Hobie, dressed in his super suit, cape and all. Had he dropped down from the roof? When had he-?

Mary Jane glanced around the room, but the gang of Midtown High kids (plus Janice) was nowhere in sight.

“The Prowler?” Instantly, Captain Stacy’s gun was drawn, but he didn’t have time to point it before Hobie filled the balcony with smoke. “Everyone run!” Stacy glanced back at MJ. “I don’t know what he’s capable of.”

The funny thing was, MJ knew Hobie was harmless, but she couldn’t exactly communicate that to the rest of the crowd. They seemed to have presumed the worst, given how fast they were fleeing. Problem was, they couldn’t see an inch in front on them with all this smoke filling the place. Now kids were tripping over each other like some screwed up version of Twister, and somehow in the confusion, the music got turned back on:

“*Walkin’ through the city,*

Lookin’ oh so pretty.

I've just got to find my way…”

God, MJ couldn’t see a thing. She’d been going for the front door, but instead she ended up on the balcony. She’d hardly had time to realize that, though, before someone’s arms were around her from behind. Her screams didn’t even stand out from the rest of the crowd’s.

“I’m here,” said a familiar voice in her ear.

MJ held on tight, and then there was the *pwing* of a wrist-mounted grappling hook, followed by a rush of air.

“*See the ladies flashin’,*

All their legs and lashes.

I've just got to find my way…”

After a gut-wrenching minute, Mary Jane was deposited on a random rooftop. She took a second to catch her breath, then turned to find Hobie perched on a smokestack. That mask of his looked like it was scowling right at her.

“What are you doing?” MJ asked, panting.

“Saving your skin!” Hobie snapped. “You’re lucky I had the suit in my backpack. I mean, I was, uh, maybe thinking about showing off for the crowd, but I guess that plan’s a bust now.” He took a moment to pant, himself. “Why didn’t you just tell the cop the truth? You didn’t know that punch was spiked. Do you have any idea how bad you made yourself look?”

“I don’t know, I choked!” MJ stumbled back, hands on her scalp. “I get stupid when I’m tipsy. But-” She took a steadying breath. “-thanks for bailing me out. You coulda gotten shot. That was really brave of you.”

“I just wanted to make sure you were okay.” Hobie jumped down so he could walk towards her.

“Well… I am now. Thanks.”

The couple’s loving stare was cut off by the sound of popping from behind them. Turned out this building was right across from the East River. MJ and Hobie stood there a minute, watching the explosions paint the black sky with color.

“Guess you left an impression on that security guard. You must be pretty infamous if the police captain knows who you are.” MJ found herself smiling. “You’ve even got a proper codename

now – the Prowler."

Hobie scoffed. "That makes me sound like some kinda pervert."

"Your costume must be givin' 'em the wrong idea…"

There was a laugh, but it was kinda jumpy. And short-lived. "Hey. I like you."

MJ's arms wrapped around his neck. "I like you, too."

"No, I mean, I *really* like you." Gently, Hobie removed his clawed gloved so he could put a hand on the back of her head. "And not just because you think my costume's cool. I was one of the last people in line to dance with you at the Fall Formal. I thought you were gonna bail, but… you didn't."

"Oh. Right. The formal. Pretty good meet-cute story." MJ had danced with Hobie? Had that been when she was bored and looking to pass the time until Peter got back? Or had that been when she'd danced with Seymour? God, it all blended together.

"Pretty good?" Hobie cocked his head. "No, MJ, you don't get it. This is a big deal to me. I've never had a girlfriend before." His face was unreadable behind that mask. "You *are* my girlfriend… right?"

There was a moment's silence.

"Why do we have to put labels on everything?" Mary Jane's stepped back, though her go-go boot nearly slipped on a rain puddle. "Can't we just have fun without sweating the…?" Um, had the Prowler mask's design always been this unnerving? "I- I mean, yeah, we can be exclusive if- if it's really important to you. You're cute, and you're into theater, and you're sweet and sensitive and smart and all that jazz, so there's no reason I *shouldn't* be your girlfriend."

"You sound thrilled." Hobie's face may have been unreadable, but his voice was definitely quivering.

"Hey, c'mon, I don't wanna argue. Arguments are a drag." MJ touched a palm to his chest. "You know what's not a drag? Making out. Would you feel better if we made-?"

The Prowler drew away from her, his cape swishing over his shoulders.

"Oh, don't be like that!" A groan escaped MJ's mouth. "We've already made out, like, a gazillion times. Why didn't you bring this up before?"

The Prowler said nothing.

"Hobie, I'm sorry! I'm happy to be your girlfriend. I am."

He aimed his grappling hook at a far-off building.

"Hey, don't leave me up here! I'm sorry! I mean it. I wasn't trying to hurt your feelings. I told you, I'm stupid when I'm-"

It was at this point that Hobie swung away. Or at least, he would've. Except that, in MJ's hurry to stop him, her boot happened to slip on a puddle and snag on his cape.

"Wha-?" So instead, MJ got to watch the violet sheet rip off his shoulders and send Hobie tumbling over the edge. "*Holy-!*"

Instead of the familiar *pwing* of a grappling hook securely latching into its target, there was a more disheartening *pwonk* of a grappling hook kind of hitting its target, but not completely. The sharp part had embedded itself halfway through one of the smokestacks, but the weight was already making it creak.

But MJ hardly noticed that. Her attention was more occupied by the sight of the Prowler swinging around the end of the cable like a pinball until he came smashing shoulder-first into the side of the building. Ooh, his shoulder had gone right into a windowsill. Watching it had made MJ wince.

"*Hobie?*" And now the cable wasn't reeling itself in. The sudden force must've broke the mechanism. Mary Jane ran to where the hook had landed and tried her best to pull Hobie up, but she couldn't get the thing to budge. She wasn't… strong enough. "*Hobie, listen, I'm gonna get you help.*"

MJ leaned over the building's edge. There was Hobie, dangling a good several feet above the darkened street below, hanging onto the cable for dear life. He was doing it one-handed, though – Looked like his other arm had broken from the impact.

Hobie's masked head tilted skyward. "*Nine-one-one! Call nine-one-one!*"

"*I can't go back to juvie!*" The moment the words were out her mouth, Mary Jane dug her nails into her forehead. Why had she said that out loud? *Idiot.*

Her eyes fell on the clawed gloves lying beside her on the roof. Hobie had gotten so worked up, he'd forgotten them. Not like it mattered, though. He couldn't climb with a busted arm, and MJ's hands were so dainty, the gloves would slide right off her. Mary Jane was no good at… crawling walls.

MJ did her best to navigate her phone screen despite her pounding forehead. "Come on, come on, pick up…"

It only rang a minute before a groggy voice said, "MJ? What's wrong?"

"*I need you!*" MJ all but screamed into the receiver. "I need you. I need you. Listen to me-"

"Whoa, slow down! You, uh, sound a bit slurred, there-"

"I'm texting you the address right now." MJ switched to speaker mode so she could type while she talked. "You need to get here. You need to get here *now*. I need you."

There was a prolonged silence from Peter's end. "Are you drunk dialing m-?"

"*Hobie Brown is about to fall off a mother%#*$ing building!*"

"*Who's 'bout to what now?*" The expected amount of stammering ensued. "Okay, but- but what do you want *me* to do about it-?"

"*Don't you give me any of your $#*%ing *$#% $*#$ #%#*, you #$*% $*%#er! Now you put on your #$** $%#* ##$# Spider-*$*# costume and swing the %$%* *#%# $*$# over here NOW!*"

There was another prolonged silence, followed by a click.

"*We're sorry,*" said a pleasant female voice, "*but your call has been disconnected. To leave a message, please speak after the tone.*" *Beeeeeeeeep.*

Chapter End Notes

Next Issue: Mary Jane Watson knows Peter’s GREATEST SECRET?!

Perfect Competition

Chapter Notes

See the end of the chapter for notes

Peter hadn't had it in him to go see the fireworks. Fireworks, Peter had explained to a concerned Aunt May, reminded him of Katy Perry, and Katy Perry reminded him of Gwen's undying hatred for pop music, which reminded him of the time he'd chased Gwen around her bedroom blasting pop music from his phone until she'd whacked him with a pillow enough to make him relent, which reminded him of the part right after that where they'd started laughing and making out, which reminded him that Gwen Stacy was beautiful and perfect in every conceivable way.

So if you were wondering why Peter had spent the past few hours becoming one with his bed covers, there was your answer. He was one lab accident away from having them fuse to his spine and turn him into a blanket-themed supervillain.

Ugh. Peter wished Jameson actually *had* swamped him with work. At least then he wouldn't feel like such a waste of space. Why had he lied to MJ about that? He could've been on a date (but not a *date* date) with her right this second! What was wrong with Peter? He hadn't even needed to work up the guts to ask her in the end – *She'd* asked *him*. By all right, Peter should've snapped that up. But when the moment of truth had come… he hadn't been able to get that muffled screaming out of his head. In fact, the memory of it was still bouncing around in Peter's skull, right alongside all the memories of… of…

Oh god, he'd left the broom in here and the golden bristles reminded him of her *haaaaaaaaaaiiiiiiir*.

Peter was midway through the process of rolling over on the mattress and moaning like a *Last of Us* zombie when *The Itsy-Bitsy Spider* sounded from his bed stand. *What if that was her?* What if she was calling to tell Peter their argument was stupid and Peter definitely didn't have a death wish and Captain America's treatment of him had been a hundred percent uncalled for and she still loved h-?

Oh, it was just Mary Jane. Peter gave the caller ID a morose stare before answering. "MJ?" He stifled a yawn. "What's wrong?"

"*I need you!*"

She needed him.

Spider-Man raced across the Queensboro Bridge, then banked a hard right so he could shoot down the edge of the East River, his backpack fluttering on his spandex-covered shoulders. Web-swinging on the outer row left him bouncing from building to building in a string of horizontal arcs. That always made him dizzy, but Spidey forced himself to concentrate. He had to be close.

Sure enough, it wasn't long before Spider-Man found his target. The rooftop with the familiar green-and-purple dude dangling off it was kinda hard to miss, especially with that even-more-familiar redhead at the top frantically trying to reel him in. Spidey sailed towards the guy, though he couldn't help but roll his eyes behind his mask. This was about the superhero equivalent of watching someone struggle to tie their shoes.

"*Wow*, you guys." With a thwip and a whoosh, Spider-Man snatched the dude from midair,

vaulted over the side of the building on a web-line, and landed on his feet right across from MJ. "This is the second kinkiest date I've ever-"

"*Oh thank god.*" He couldn't even finish the quip before MJ's arms were around him. "I didn't know you were- When- When you hung up on me, I thought-"

Spider-Man gently pushed her off, then deposited Hobie butt-first on the skylight. At least, he assumed it was Hobie in that getup. Peter was pretty sure he'd caught Hobie Brown's name over the phone right before the flood of expletives. Guess that was one mystery solved.

Hobie sat in place a moment, clutching his arm and gaping up at the Web-Head. He seemed dazed, though maybe that was just the unblinking mask he was wearing.

"*Hobie*." Mary Jane's arms traveled from one boy to the other. "God, I'm so, *so* sorry. Are you hurt?"

Hobie stayed silent.

The hug tightened. "Say something!"

"You have Spider-Man on speed dial," said Hobie.

"You're welcome," said Spider-Man.

"Why do you have *Spider-Man* on *speed dial?*"

"Yeah." Spidey gave MJ a pointed look. "Why *do* you have Spider-Man on speed dial?"

"Um…" She stepped back, hiding herself in the shadow of a neighboring building. "W-Well…" For a moment, her emerald eyes locked with Spidey's white ones. "I can't really say without giving away his secret ID, so…"

Hobie scoffed. "Of course. I'd wondered why he showed up at your house. So does Spidey take you swinging around the city on the days I can't make it?" He trudged over to where his grappling hook had landed, yanked it free, then stood in place as the cord shot back into his wrist like a measuring tape.

"It's not like that!" MJ started towards him. "He didn't know I knew."

Just then, a particularly big firework went off, leaving Mary Jane's entire body illuminated red. And leaving Peter's breath in his throat.

"W-Well, you're on the right rack- *track*," Spider-Man said, "but the guy you called isn't actually me. He's just an, um, acquaintance."

The only response MJ gave him was a roll of her eyes. Whoa, even when she was being disdainful, she was gorgeous. Why was she dressed like- like if Emma Frost suddenly lost all inhibition? Black boots that went almost to her knees, a black top with a rather large hole in it, black shorts a few inches shy of being a thong…

"Are you Mark Allan?" Hobie's voice shook Spidey back to reality.

"Yeah, you caught me, I totally moonlight as Molten Man-" This earned a glare from MJ. "Sorry. Seriously, though, I'm the one who put Mark in jail. What, you think he strung *himself* up over a fire hydrant?"

Hobie's reply was grumbled under his breath. He knelt to retrieve a pair of clawed gloves from the ground, then turned back to MJ. "What'd you get sent to juvie for?"

Even in the darkness, Spider-Man could tell Mary Jane had flinched.

"What?" So had he. "Juvie?"

"It wasn't that big a deal." MJ's answer was addressed to her boots. "I just spent a month in Coral Moon for stealing my dad's booze a buncha times. And for, like, general incorrigibility."

"When was this?" asked Spider-Man.

"I don't know. Two schools ago, I think."

The white slits of Hobie's mask went narrow. "No wonder you and Mark hit it off."

That lit MJ's fire. "You mean because he got what I was going through? *Yes*, actually, that *is* why."

"I really am your rebound, aren't I? Was there ever *anything* about me that was even the *least bit* special to you?"

"There's a giant purple man who lives in outer space and could return at any moment to resume devouring the Earth," said Spider-Man. "Just… Just throwing that out there."

"I like you, Hobie! I do. It's over between me and Mark, so you really don't have to worry about-"

"That's not the-!" Hobie was cut off by a pair of thwips. Now his and MJ's mouths were covered in gobs of webbing.

"I'm gonna count to three," said Spider-Man.

"Dude," said Hobie, "I'm wearing a mask. This isn't stopping me from-"

"*I'm gonna count to three*, and then I'm gonna take off your web-gags, and you guys are gonna quit arguing and tell me *what in the name of Galactus's pointy helmet is going on here.*"

Three counts and one explanation later, Spider-Man was gawking at the other two, head in his hands.

"So you weren't trying to fight or- or even commit crime," he said, dumbfounded. "You were just screwing around."

"It was my idea." Mary Jane rubbed her mouth, which was still a bit red from the gag. "Hobie was making the suit as, like, an art project at first."

"Well, yeah, if you wanna LARP as a superhero, that's cool, but it's when you start adding the smoke-shooter and the blades and the working grappling hook – the *stolen* working grappling hook – and jumping off rooftops that I gotta question-"

"Come on, man," said Hobie, whose web-gag Spidey hadn't bothered to remove. "Have you never web-swung around the city just for fun before?"

"Well, yeah, but I've got super spider strength. A fall from this height wouldn't actually kill me." As Spider-Man had lovingly demonstrated after his first encounter with Hobgoblin. "Look, I get

that being a superhero is cool, but the last thing I want is to watch some kid try to copy me and put himself in-" He nearly bit his tongue. "-danger." Oh. Maybe he owed Captain America an apology.

Spider-Man rubbed his temple. "Okay, here's what we're gonna do… I take it you learned your lesson, seeing as you almost went splat a minute ago?"

"Yeah." Hobie bowed his masked head. "Guess so."

"And your grappling hook's busted now, anyways," said Spidey, "so I'm gonna set you back on solid ground, you're gonna return everything you stole from your school's drama club, and then I don't want to catch you rooftop-hopping again, capiche?"

"Capiche." Hobie stepped forward, letting Spider-Man put an arm around him.

MJ did, too, but she was stopped. "Hup up up, you're not going anywhere yet, young lady. You and the Hobester can deal with your love drama on your own time. Right now, you and me gotta have some words. Be back in a sec."

MJ didn't protest, and so Spidey spun a web to the conveniently-placed crane above them and descended to the sidewalk below.

Once they'd touched down, he released Hobie, though the poor dumb kid was still nursing his arm.

"Thanks for saving my life," Hobie murmured. "Sorry I didn't say that right away. And thanks for not webbing me up and handing me to the cops."

At this, Spider-Man sighed. "You're not a bad kid, Hobe. You're quiet and dorky and you like to work alone on little pet projects. I totally get it." More than Hobie would ever realize. "It's just, the more features you added to that cool costume of yours, the more powerful it became, and, if I can polish off an old chestnut, the more *responsible* you needed to be with it."

Hobie nodded for a moment, then tugged off his mask. His pink, damp eyes were visible only a moment before they were hidden behind his hands. "God, I'm an idiot."

"Dude, you built a working super-suit." Spidey brought a hand to his shoulder. "You've got a real gift, and I know you'll put it to good use someday. And for what it's worth, I hope you and your girl can work things out."

With that, Spider-Man spun yet another web, and Hobie watched him sail off beneath the fireworks.

"Oh, and for the record," Spidey called back down, "the rooftop-hopping life's not all it's cracked up to be, anyways. Count yourself lucky you got off the ride before it hit the sudden drop."

Spider-Man found Mary Jane huddled by the rooftop's smokestack, hugging her knees.

"*Luuuucy…*" He touched down beside her, turning her head his way. "…you've got some s'plainin' to do."

"I'm sorry about all this."

"You're lucky the Parker kid had my number." Spidey tried to do something of a Brooklyn accent, but he wasn't sure how gracefully he pulled it off. "I ring his cell when I want my pic in

the paper, okay? We split the cut. Don't tell his boss."

At this, MJ rose to her feet. "You don't have to bother with that, Peter. I know it's you in there."

Great. It figured an airhead like Mary Jane would be a believer in the dance remix video. She probably frequented Eddie's dumb forum, too-

"I was at my aunt's house the night you lost your uncle."

Peter nearly yelped like a pup whose tail had been stepped on. "You were?"

"My parents were having another one of their episodes, so I had to run over there. For my own sanity." MJ's eyes clamped shut. "There were so many cop cars by your place… I wanted to go tell you I was sorry, but we'd never met before. It woulda been awkward, y'know?" No response. "I thought you were just some sheltered weirdo. Then I saw you climb out the window in your costume."

"And you realized I wasn't a weirdo at all?"

MJ managed a smile. "Sure."

"And… you get that being Spider-Man isn't a game to me?"

MJ's eyes traveled to the dented smokestack where a grappling hook had once been embedded. "Well, if I didn't before, I sure as heck do now…"

"And you've known all this time?"

"Since Spider-Man day one, yeah."

A minute passed. "So when you said I filled out my Halloween costume nicely…?"

The smile widened. "I was screwing with you. I do that."

"But why didn't you ever tell me all this before?"

MJ only reply was a shrug. "Maybe I would've eventually. But sure as heck not like *this*." Silence. "It just seemed so big and heavy. Your whole motivation for fighting crime, I mean. It felt like, I don't know, like I was intruding in your life."

His motivation for fighting crime? Looked like MJ had managed to reverse engineer a good chunk of Spider-Man's origin story, there. The only other person to do that was Gwen's dad. Not bad for an airhead.

"No, no, it's cool." On impulse, Spidey brought a hand to her shoulder. "I mean, I guess you know not to go blabbing about this to everyone, or you'd have done it already." Oh lord, she wasn't wearing sleeves. He was touching her skin. *He was touching her skin.*

The hand darted away with enough subtlety to catch MJ's eye. She gave him a look.

"The- The truth is-" Behind his mask, Peter's own eyes shut. Here went nothing. "-I've kinda been keeping something from you, too. Besides the obvious, I mean. I..." He had to wrench each syllable out his mouth. "…lied to you about being swamped with work the other day. I was just a bit jumpy about spending too much alone time with you because… because…"

Mary Jane gave another smile. One considerably more bittersweet. "You don't have to say it, Tiger." For a moment, though, the sweet outweighed the bitter. "I've been around enough guys to

know what goes through those heads of yours. I really don't mind." She let out a soft laugh. "I mean, I wouldn't be dressed like this if I did." But then the bitter made a sudden comeback. "But I wasn't trying to toy with your feelings or anything."

"It's not your fault. I've got crazy teenage boy hormones, that's all."

"Well, to your credit, ninety-nine percent of straight guys would've made a move on me by now, so… thanks for being chill about it." Finally, the sweetness and bitterness found a good balance. "Guess we *both* learned rebounds aren't as fun as they seem." MJ brought a hand to her eyes. "Look at me. I made such a big deal about not wanting to be Flash's replacement girl, and then one breakup later, I turned around and got myself a replacement guy. I'm a real piece of work…"

"You're *human*," said Spider-Man. "The important thing is that you tell Hobie the truth. He deserves that much."

Mary Jane gave a nod. "Tiger? Thanks for… for answering my call for help." She offered out a fist. "Friends?"

Spider-Man bumped it with his own. "Friends."

For a second, the two of them stood there, watching the fireworks over the river.

"Would your teenage boy hormones go too crazy if I hugged you right now?"

"Well, I'm not gonna stop you…"

"Smooth." Her arms squeezed his shoulders. "Y'know, I've never thanked you for all the times you saved my life."

"*And you'll never have to*," said Spidey in his goofiest, scratchiest voice.

MJ laughed. "Really, though, with all the lives you've saved, you've gotta be the greatest guy in history behind, like, Steve and Fred Rogers."

"Oh, I-I'm no better than your average cop or firefighter."

"Modest, too?"

After a moment's hesitation, Spider-Man hugged back. He'd just remembered he was in full-body spandex, so he technically *wasn't* touching her skin.

"Peter?" MJ's voice was getting slurred again. "I'm glad you don't hate me."

He touched a hand to her hair. But, see, he had on a glove, so technically… "Why would I hate you?"

"I don't know. Hobie's got plenty of reasons…" MJ was quiet for a bit. "Sorry for swearing at you."

"You don't have to apologize for every little thing," Spider-Man said softly. "You were stressed. I get it."

"I hate when I swear. It makes me sound like my… my… *Hhngh.*" Mid-sentence, Mary Jane yanked herself free so she could sprint to the edge of the rooftop.

"MJ?" Spidey started after her. "What's wrong-?"

For a crazed second, he thought she was gonna jump, but instead she fell to her knees. MJ's head was the only thing that went past the edge. Well, her head and the torrent of sludge that erupted from it to plummet to the street below.

"*Guh.*" MJ drew back, wiping her lips on her arm.

"Well," said Spider-Man, "that was the least sexy thing I've ever seen you do."

"I'm sure it's *someone's* fetish…"

J. Jonah Jameson leaned back on the bench, gazing wide-eyed at the array of colors in the sky above.

"*Oh*, Jonah." At his side, his wonderful wife placed her hand over his. "I'm almost glad the bus is late. The fireworks are so beautiful."

"Wait." Jameson did a double take. "That's not a firew-" *Sploosh.*

How could *putting on* clothes make Peter feel so dirty? It must've been that look of utter fascination plastered on Mary Jane's face the whole time. It definitely wasn't helping his heart rate. And frankly, the revelation that MJ knew exactly what his teen boy brain was thinking and didn't mind in the slightest… Well, that wasn't helping, either.

Once Peter's shoes were on his feet, his mask and gloves were in his pockets, and the rest of his costume was hidden beneath long sleeves and sweat pants, he and Mary Jane emerged from the alleyway to hurry down the sidewalk. Good thing they were in Manhattan, or it might've actually been dark out by now.

"…so what if you screwed him over?" MJ was saying. "Sounds like the wrestling guy had it coming."

"I know," said Peter, "except it turned out it was the *same thief.*"

"*Seriously?*" MJ was left gaping at him. "Jesus, Peter, that is, like, a one in a million… Someone up there hates you."

"Boy, has *that* thought ever occurred to me…"

"Well… I guess I get why you do what you do, then." As they walked, MJ touched a hand to his arm. "I always kinda knew you were dealing with a lot, but I'd never realized…"

"It's okay." Peter took a breath. "Except now Gwen's got it in her head that I'm trying to, like, die heroically to absolve myself, and I can't get it *out* of her head."

"Because the Sinister Six almost killed you and she freaked out?"

"Yeah, exactly." Color Peter impressed. MJ was a quick study. "And- And I don't know what to do, so I guess I just don't *get* to have a girlfriend now." His eyes met the pavement. "Maybe that someone up there is trying to tell me I don't deserve one."

After that, the two of them simply trudged along, watching the lightshow overhead.

"I'll talk to her," said Mary Jane. "Try to change her mind."

“Good luck.”

MJ sighed. “Hey, chin up, Tiger. Things aren’t as bad as- Oh, there she is!”

The next instant, she and Peter were hurrying across the parking lot of an apartment complex. In the grass to the side was a faded red Buick (on loan from Anna Watson), and beside that was… was…

“*Gwen?*” Peter was shocked his voice still worked. He wouldn’t have known it was her, but that face had occupied enough of his dreams for him to recognize it on sight. Her legs were- and- and her shoulders were- and lord help him, he could see her *tummy*. Like, *all* of it.

It took Peter longer than it should’ve to notice the look on Gwen’s face. “Mary Jane! Where have you been? What’s Peter doing here?” It was a perfect cocktail of terrified, relieved, and furious. “And Peter, did you-?” She got within heart attack-causing distance of him. “*Did you TELL Mary Jane?*”

“I found out on my own!” MJ pushed her way between them, waving her hands. “Pete had no idea till just now.”

“Wait, wait, wait, I’m confused.” Peter backed away, hand to his head. His eyes darted between the girls. “How did you know that I know that she knows that-?”

“I promise I’ll explain everything to both of you later-” MJ’s head swiveled towards the not-insignificant number of partygoers still lurking about. “-in private.” She knelt to fiddle with her boot.

It took Peter a second to realize what she was fishing out of there. “Oh, your keys. Guess that’s the, uh, least uncomfortable place to put ’em?”

MJ flashed him a smirk. “There’s no room anywhere else…”

But the moment MJ lurched towards her car, Gwen blocked her path. “*Don’t even think about it.* You had *four cups* of that punch.”

“Huh?” Peter gave a start. “Punch?”

“*Later.*” MJ’s keys were hurriedly returned to whence they came. “Sorry, Gwen, you’re right. I’ll have to, err, leave the car here and come back for it in the morning. Unless either of you know how to drive?” She gave the other two a glance.

Peter gestured to the web-shooters under his sleeves, while Gwen said, “My dad let me drive his squad car. In a cul-de-sac. Once.”

A moment passed.

“We’ll take the subway.”

“Yeah.”

“The subway sounds good.”

It was weird for Peter to think that he was *beneath* the East River fireworks show right now. But then, that paled in comparison to the weirdness of sitting side-by-side with his gorgeous ex-girlfriend, and *that* paled in comparison to the weirdness of sitting side-by-side with his gorgeous

ex-girlfriend with *another* gorgeous girl sprawled across their laps, sound asleep. Neither of them had the heart to move her, despite the looks they were getting from other passengers.

Peter watched MJ's chest rise and fall. She could put the firework show to shame. Look at her, resting her torso on Peter's knees and her head on Gwen's, letting her hair fall where it pleased. There was something hypnotizing about it, and not because MJ was hot. In fact, maybe it was because she *wasn't* hot right now – Peter had never seen Mary Jane look *childlike* before. If you ignored her outfit and focused on her body language, well, you wouldn't think she was the least bit sultry. If anything, she brought to mind Liz's cat whenever it'd shown its belly to him. It was almost weirder than watching MJ puke – which, come to think of it, was also analogous to Liz's cat.

"I don't blame you, you know," said Gwen.

"Whuh?" Peter almost jolted hard enough to send MJ tumbling to the grimy floor.

Gwen head traveled downward. "She really is beautiful."

"I told you, Gwen, we're just friends." The only reason Peter had been studying MJ was because studying the *other* girl made his heart thump way too loud. "And, I mean, even if looking beautiful *was* all it took for me to like someone… you'd have nothing to worry about."

"God, Peter." Gwen's hands snapped to her face. "You know how I am with mushy stuff."

Her defenses were crumbling. The words poured from Peter's mouth all the faster: "You look great. More than great. You're gorgeous."

"I…" Gwen's fingers had been pressed to her eyes, but they were starting to lower. "I know. I know that now." She paused. "So are you." Then groaned. "Why did I just say that?"

"Well, the sweatshirt and sweatpants look isn't my *best,* but hey, who am I to argue with a beautiful woman?"

"*Stop it.*" He'd gotten her giggling. That was good. That was very good.

Time for the *coup de grâce*. "I miss you."

At this, Gwen's head shot away. But after a moment, Peter heard a faint voice say, "I miss you, too."

Peter had to keep from grinning like a maniac. "I was a jerk to you, and you didn't deserve that. You were right about- about Captain America and Bucky. Cap was just looking out for me." Gently, he took her hands. "You forgive me?"

Hers clamped around his. "I forgive you for that, Peter. But…"

"But what?" Peter squeezed back. "Why are we doing this to ourselves?"

"Why?" Out of nowhere, Gwen's voice gained speed. "How about because I wake up crying in the middle of the night about Eddie or- or Harry *killing* me? Killing *you?* Every night?"

She'd been trying to whisper, but she might as well have screamed it at him. "Gwen…"

"Sometime it happens when I'm awake, right in the middle of class. I'll be sitting there, and I'll start… falling."

“Gwen… c’mere.” Peter leaned in for a hug, though it required him to shove MJ’s torso half-off him. “I have nightmares, too.” He took a breath. “Carnage made me scared of the color red. I’m not kidding. I’m not being goofy. I- I see him every time I…” The sentence proved impossible to finish. “But is making ourselves lonely and miserable really helping anything? I love you, Gwen, and I know you feel the sa-”

“I fell in love with you when I thought you were *normal!*” That last word echoed enough to turn heads.

“Oh, *that’s* fair.” The hug came to an abrupt end. “I never asked to be bit by-”

“I’m sorry, I’m sorry.” Gwen was left rubbing a thumb on the bridge of her nose. “I know that. I *do* love you. I love you, and you’re doing the best you can, and you’re saving lives. But… that’s just it, isn’t it?” A sniffle escaped her. “You’re going to let yourself die in that stupid costume, and there’s not a thing I can do to stop you.” Another sniffle. “I can’t do this. I can’t be your girlfriend and your therapist and your doctor and- and the one who helps you wash Flash’s *blood* off your spandex. I’m sorry.”

“Gwen.” His heart hurt. Like, it literally ached every time it beat. “I swear to you, I *don’t* have a death wish.”

Gwen’s gaze returned to MJ’s head in her lap. “I wish I believed you.”

They spent the rest of the ride staring at her.

“...ary Jane? Mary Jane, wake up. We’re here.”

“*Nngh… Mom?*” It wasn’t until MJ rubbed the sleep from her eyes that she realized her mistake. “Oh! Girlfriend!” Instantly, Mary Jane was on her feet, cranking the foxiness faucet as far as it’d crank. “And Tiger. Thanks. You guys make for a pretty good bed. We gotta do this again sometime.” She hoped she sounded foxy enough. Her head was killing her, but she didn’t dare clutch it.

After that, they exited the train, made their way out the station, and headed for Gwen’s house. It was considerably darker down in Queens, though there were a handful of local fireworks to light the way. MJ ended up skipping ahead down the sidewalk while the lovebirds trailed behind.

Another word wasn’t spoken until they’d reached the Stacy household. Peter was politely asked to wait on the porch while Gwen escorted MJ in for a private chat. Mary Jane could never get over how clean this house was. Or how quiet. Like, for example, Gwen actually made her bed. What was even the point of that when you were gonna mess it up again come nightfall? The mind boggled.

But the girls scarcely made it past the welcome mat, let alone to the bedroom, before Gwen trapped Mary Jane in her arms. “You knew all this time?”

“Sorry I never told you,” said MJ. “I wasn’t sure if *you* knew or not. And, y’know, if I’d spilled the beans to you, I thought Tiger might freak out and hate me.” The next couple seconds were spent purely on hugging. Eventually, though, MJ blurted out, “This whole mess is my fault. I knew Pete was Spider-Man all along, and I pushed you towards him anyways. It never even occurred to me that being a superhero could ever be anything but fun.” She brought a palm to her temple. “I’m such an airhead.”

Gwen gave a wry smile. “Well, I must be one, too, then, because when I first found out, I thought

it was the greatest thing to ever happen in my life. Guess the other shoe had to drop *sometime*."

Suddenly, MJ's hand was over Gwen's. "Oh, you're a *total* airhead. An airhead who's top of her class and a savant on the sax and spends her free time at the local science lab-" She caught herself. "But, well, I've spoiled you enough with that outfit. Your ego's gotta be almost as big as mine by now."

The two shared a jittery laugh.

"You know," said MJ, "from what he's said to me, I really don't think Peter's got a death wish."

In the blink of an eye, Gwen's humor vanished. "That's because you didn't see him running off to fight the Six. It was like he couldn't wait to get the snot beaten out of him."

"But-"

"And frankly, Peter's not the only one I'm worried about." The hug's strength grew tenfold. "You're lucky I came to that party with you, MJ. If you'd been alone… I don't wanna think about it. You can't just go to these things and drink whatever some stranger hands you-"

"I know that. I know that." With each word, MJ's head traveled closer to Gwen's shoulder. "I swear I will *never* do something that stupid again. You had enough of a drug scare with your old boyfriend…" But then MJ shut her eyes. The past few hours flashed behind them, and the next thing MJ knew, there was a good foot and a half of distance between her and Gwen. "Oh, and I'm sorry if, uh… Drunk-Me did anything to- to creep you out."

"Creep me out?" Gwen gave her a look. "You didn't really, no. You just worried me. But I mean…" She glanced away, shrinking. "…if anything, that punch made you friendlier."

"W-Well, what can I say?" MJ forced a laugh. "Drunk-Me's a big softie."

"And I really don't mind you hanging out with Peter. You were totally right. I mean, you *are* bi, so…"

"Yep." A moment passed. "*Anyways*, I gotta get home. It's super late. So… bi. Uh, bye."

"Hold up." But Gwen grabbed her arm before MJ could get too near the door. "We're not done here yet." Gwen knelt to retrieve a pink cell from her own high-heeled boot. "First, we're calling my dad so you can explain the truth to him." But then she hiccuped and glanced down at the thick pink ribbon wrapped around her otherwise bear torso. "Oh, but maybe don't be *too* truthful…"

It turned out the, err, substance in that punch wasn't anything too crazy or dangerous. Nothing that wouldn't wear off soon. Captain Stacy let MJ off with a warning – and a lecture, as if MJ didn't get enough of those in criminology. But the important thing was MJ's record had dodged yet another black mark.

"Well… guess I shouldn't leave Tiger waiting much longer." MJ handed the phone back to Gwen, head drooping. "Funny how that worked out. I took you to that party to help you forget about him, and instead I ended up smacking him in your face."

"It's okay," Gwen said dully. "Not like I won't be seeing plenty of him once school starts back…" That seemed to jog her memory. "Oh yeah, MJ, we need to talk about Flash and his friends. They- They said some things about you that-"

"Flash?" MJ laughed. "What, don't tell me he's still fawning over me? Isn't he with Sha Shan

now?"

There was silence. "Never mind. F-Forget I said anything…"

"Can do." With that, Mary Jane strutted for the door. "Sweet dreams, girlfriend."

"Yeah." Gwen watched her go until she'd vanished behind the frame. "You, too."

Not that tapping his foot on Gwen's doorstep hadn't been fun, but Peter was more than ready to get home. It'd occurred to him that he could've gotten there ages ago with his web-shooters, but then what kinda gentleman would he be?

"...only found out after she'd become Firestar and stuff. But yeah, the whole Spider-Man thing might've been a contributing factor to that breakup, too."

They'd been walking and talking for a while, but MJ came to a sudden halt on the sidewalk.

"What?" Peter turned back to her.

"I'm close enough," MJ said. "My place is right around this next corner."

"You sure? I really don't mind walking you there-"

"Aww, look at you, getting all worried me." Without warning, MJ pinched his cheek. "I'm a big girl. I'll be fine." And with that, she strutted off. "Sweet dreams, Tiger."

"Yeah." Peter watched her go until she'd vanished behind the corner. "You, too."

Mary Jane had never shut the front door so gently in her life. Slowly, carefully, she pushed the wood into place. *Click.*

"*The hell've YOU been?*" barked a voice from the TV room. "*The hell're you wearin'?*"

"Oh, you'll be happy to know I've found employment as a stripper."

"*I can't even tell if that's sarcasm anymore*."

"*Well, if it wasn't, at least SOMEONE would be bringing home a paycheck!*" barked another, shriller voice from the opposite room.

"*I told you, I'm gettin' that advance soon as I finish the manuscript, which maybe I could do if I could ever THINK in this hou-*"

The voices were momentarily masked by the thump of boots on stairs and the slam of a bedroom door. Mary Jane marched past old VHS tapes, a crusty-furred teddy bear, and countless articles of clothing far too expensive to be strewn about so sloppily, until she'd reached the foot of her bed. MJ wanted nothing more in this whole universe than to let herself plop down on it, but her phone was at ten percent power and her charger cord didn't stretch that far.

MJ flopped over on the carpet, listening to the ringing by her ear. Eventually, it came to a stop, but no voice sounded.

"Hobie?" When it was clear a reply wasn't forthcoming, MJ said, "I needed to talk to you again. I really screwed up tonight, and I don't want to leave things so horrible between us. Can- Can we start over? Do you want to go on a date?" Still nothing. "Hobie? Is your arm okay?" Nada.

“Come on, say something. Please. I know I don’t deserve you-”

“Do you have feelings for me?”

There was more silence. From both ends.

Mary Jane knew. Mary Jane knew Peter was Spider-Man. Mary Jane knew Peter was Spider-Man, and it was one in the morning by now, and Peter needed to go sleepy sleep.

Mary Jane knew. He couldn’t believe it. Mary Jane knew. Like, she *knew* knew. And she had all along. She’d seen him climb out his bedroom window in costume. The possibility of nosy neighbors had hardly ever occurred to Peter. How could he have been so stupid?

From now on, I’m gonna be more careful, Spider-Man thought as he climbed into his bedroom window in costume, tugging off his mask.

He was lying asleep above his covers within the minute.

The zoom lens gave her a real clear look at the kid’s face.

“Well, whattaya know?” The slender, dark, feline figure leaned back against the tile roof of the neighboring house. “That Venom guy was right.” See, the great thing about fireworks was that they made it hilariously easy to sneak around.

Alright, her work here was done. Black Cat returned her camera to her pouch and replaced it with her grappling hook, not that she’d have much use for it until she reached the bridge. But either way, she wasn’t eager to stick around.

“Poor Spider.” She shook her head. “We could’ve had so much fun together… It was bad enough you’re a boy scout, but now you turn out to be a *normal person?*” Yuck.

In the kid’s defense, though, this was far from the *worst* blackmail pic Black Cat had ever taken.

Chapter End Notes

NEXT ISSUE: Kraven the Hunter!

Planned Obsolescence

Supervillains were a varied bunch. When it came to powers and gimmicks, you'd be hard pressed to find two withthe same. There were villains who took on the properties of any material they touched, villains made out of living laser beams, and even a villain who used a ray to turn people hateful and was also a clone of Adolf Hitler. All sorts of supervillains.

Some supervillain MOs were, however, trendier than others. Right now, for instance, turning yourself into a genetically-altered half-animal monstrosity was the latest fad. There was an entire, newly-built wing of the Vault specially dedicated to housing these abominations against nature. The place looked more like an animal sanctuary than a maximum security prison. It had puma-men, snake-men, dinosaur-men... They all seemed quite ferocious at first blush, but at the moment, most of the animal-people were simply curled up in their cells with bored looks on their faces. The Zoo, as the guards called it, was actually one of the more peaceful regions of the Vault.

Most of the time.

"*Unhand me!*" A writhing mass of orange fur lashed out at its captors, missing the face of one of the luckier guards by millimeters. The creature hissed as it struggled against its inhibitor collar. The thing looked like the result of someone taking a big, buff Russian guy and throwing him in a blender with a bunch of jungle cats – which was actually not far from the truth.

Kraven the Hunterbared his fangs at the guards. He'd been one of the few members of Spider-Man's rouges gallery to have completely avoided jail time up until now, makingthis ordeal doubly unpleasant for him. Right before lunch, a small army had opened up Kraven's cell and ushered him out into the middle of the gray, barren hallway.

Kraven fought valiantly, but after several more prods from the guards' shock sticks, he was forced to allow a man in a white coat to inject a serum of yellow fluid into his arm.

The instant the needle left his skin, an uneasy sensation rocked Kraven's entire body. He tried to roar in displeasure, but all that came out was a distressingly human cry of agony. When the tremors finally stopped and the room finished spinning, Kraven picked himself up off the floor, then froze. His eyes had caught sight of his small, pink, totally furless hands.

"I'm... I'm human again?" he stammered, hoarse. Slowly, he turned to the guards, eyes wide and wrathful. "What have you done to me?"

"Well, huh." The doctor sounded just as surprised as Kraven. "Whattaya know? That gene cleanser Oscorp sold us actually worked for once."

On pure impulse, Kraven tired to bare his fangs, but the only things he ended up baring were his molars. "Do you have *any idea* how much money you just cost me?"

The doctor smirked at him. "Next time you need a mad scientist to experiment on you, try investing in Baron Zemo. We've been pumping gene cleansers into Zemo's little vermin here for weeks, and he's feral as ever."

He pointed behind them, and so Kraven turned his head to see another supervillain being dragged out of his cell – a ratlike creature with beady red eyes and messy brown fur. The beast screeched as it swatted a shock stick away.

Kraven snorted. "Inject me with whatever serums you like," he said, his Russian accent growing

even thicker. “You will not stop the hunt.”

“Uh huh. Sure.” The doctor hardly spared a glance up from his clipboard. “Alright, boys, take him to observation.”

This time, they apparently thought it safe to ferry Kraven into the chamber with half the number of guards. He obediently marched out of the Zoo, but not before giving one last, lingering look back at the rat creature.

The beast was still struggling with all its might, and the shock sticks were having no effect. They were clearly hurting the creature, but... it didn't seem to care. There was simply too much animal and too little man remaining.

Reaching the Williamsburg Bridge had required a bit of a detour, but it was worth it for this view of the river. It was nice to ride an *aboveground* train every once in a while. It helped motivate Gwen to get out of the house, for one thing. She hadn’t the faintest clue what she’d do with herself once she reached Manhattan, but anything was better than wasting away in her room on her laptop for days on end. Yeah, Gwen’s life hadn’t been particularly eventful since last week’s little Fourth of July party.

Actually, though, there was another motive for leaving her house – It ensured Gwen was a safe distance from any eavesdropping fathers. She scooted closer to the glass beside her seat, took one last, calming look at the sunlit river, and then turned her attention to the bulky, salmon-colored purse in her lap, out of which she fished a matching, salmon-colored phone.

Deep breaths. She was almost seventeen. She wasn’t a child anymore. She could do this. It would be simple. It would be healthy for her, in fact. This was a good idea. A perfect idea. No harm in trying.

A trembling thumb tapped the screen, and then a trembling hand raised the cell to Gwen’s ear.

“*Oh my god, Seymour, when the girl hangs up on you, that’s usually a sign that-*”

“Um, MJ?”

“Oh, girlfriend! Whoops.” An apologetic laugh emanated from the phone’s speaker. “Sorry ’bout that. There was this guy. You know how it is.”

“Y-Yeah. Guys.” Gwen hadn’t gotten a call from a guy in weeks, and that last one had just tried to sell her steak knives.

“I’m glad you rang, actually. I could use a break from guys. Like, a permanent one.”

“Funny you should say that…” Gwen cleared her throat. She hoped her voice hadn’t gone too high there. “See, I was wondering if tomorrow you, uh, wanted to, um, go… out… with me?”

“Yeah, of course. You know I’m always down to hang with my gal pal.”

“I know, I know, but I didn’t say *hang* out. I said…” Let’s see if Gwen could get these next two words out before her heart rebelled against the rest of her chest. “...*go* out. *Go out.* With…”

“…you?”

The silence lasted eons. Gwen kept looking out the window, but no amount of calming views could help her now. She was beyond saving.

"*I'm sorry, Mary Jane, I just made things super weird between us, didn't I? Why do I always have to go out with my best friends? Heck, even Eddie ended up being my date to the formal if you wanna count that. But meeting new people freaks me out, so, like, what am I supposed to do, right? Oh, and you're a girl, so that's different, but- but you look great. I'm not sure if I've ever told you that, but-*"

"Gwen-"

"*-but I know it hasn't even been that long since all that Prowler stuff with Hobie blew up in your face, so you probably don't even want to- Ohhh, I shouldn't have brought that up. I'm so sorry.*"

"Gwen-"

"*I'm sorry, I'm being a weirdo today.*" Gwen had thought doing this over the phone would be easier, but it turned out not seeing MJ's face made it a zillion times harder. "*But it feels like we've gotten really close lately, and I could swear I was getting, y'know, vibes from you at the party in- in- in the laundry room. Remember that? You might not because of the punch.*"

"Gwen-"

"*Whaaaat am I saying? I'm sorry. I'm sorry. I can drop this. In fact, yeah, let's drop this and things can go back to normal between us and we don't have to talk about this ever ag-*"

"*Gwen*." Finally, MJ's voice was sharp enough to cut her off. "Yes."

"Yes?" Gwen jolted. The train had come to a sudden stop at the station. So had her pulse. "Yes, what?"

"Yes, I want to go out with you."

Gwen blinked. "You want to go out with me?"

"Yes."

"Yes? With me? Out?"

"Yes…"

"You want to go out with me?"

"I want to go out with you."

"*Yes?*"

"Yes. Why are we talking like this?"

"Talking like what?"

"No one talks like this."

"No one talks like this?"

"I'll only go out with you if you stop talking like this."

The phone nearly fell from Gwen's hands. "Sorry!"

"Ah, relax, I'm teasing."

Gwen had to remind herself to breathe before she turned blue. “So you’re really okay with…?”

“Yeah, you caught me off guard, that’s all.” Mary Jane paused. “I always thought you were straight.”

“So did I…”

“Must be something in the water.”

“I mean, I’m still into guys, though.” Gwen had even google-imaged Tom Hiddleston again to make certain. “It’s just, well…”

“Hi, welcome to Camp Bi-Curious. I’m the guidance councilor.”

The two shared a laugh, though Gwen’s half of it was a bit flightier. “But I’m not just using you to- to experiment or anything. And I know I gave you grief about rebounds before, but I’ve been single a while now, so this isn’t really a-”

“We’re not getting married here,” said MJ. “This is *me*, remember? I hate attaching strings. Let’s just hit the town like we always do, and then we’ll see how we feel and figure it out from there. Baby steps.”

“Yeah. Yeah, baby steps.” Gwen could feel herself fusing to her seat like candy on a hot sidewalk. “Hey, MJ? Thanks for being so cool about this.”

“No prob.” Mary Jane sounded smooth as ever. How did she *do* that? “And thank *you* for saying all this to me. You’ve got more guts than you think. And I don’t want you to feel like there’s anything you could ever say to, y’know, ruin things between us.” She paused. “We’ve kept enough secrets from each other for one lifetime.”

“Yeah…” Gwen’s eyes returned to the window. The East River had been replaced by dull buildings, but it didn’t seem to matter as much anymore. “Wow. I was hyperventilating before I called you, but now this all seems so… normal.”

“*Normal?*” MJ’s smirk oozed out the receiver. “I must be losing my touch.”

“Well…” Gwen couldn’t help smiling, herself. “…being normal’s not the worst thing in the world.”

The conversation didn’t dip above the level of small talk after that, and so after a couple minutes, the two made their plans for tomorrow and said their goodbyes. Gwen looked up from her phone right in time to realize she’d missed her stop. Great. She’d *been* thinking of going to the library.

Would it be too desperate if Gwen called MJ back immediately? No, no, she’d be seeing plenty of Mary Jane tomorrow. She could find someone else to chat with. Not that she had a ton of options, of course. Gwen scrolled through her contacts list, frowning.

But then she hit a name that screeched her screen to a halt. An alliterative name. Gwen’s thumb hovered above it a moment… and then darted to the trash can icon at its side.

Now that he was small enough to fit inside one, Kraven had been given a standard, orange prison jumpsuit. The color scheme suited him. And, at the very least, now that Kraven was away from the constant growls and howls of the Zoo, he could meditate on the observation room’s mattress in silence.

At least, he could until the sound of jungle drums filled the air.

“Calypso,” Kraven said without opening his eyes.

He didn’t need to open them to know that the dark-skinned beauty was peering down at him from behind the hood of her white fur robes.

“Is this how you'll be spending the rest of your days, Sergei?” Her voice, usually so warm, had gone frigid. “Locked in a cage like the mindless beasts you're so proud of hunting?”

“Calypso, my love!” Kraven hurried to his feet. “I plan to escape, of course, but it will take time and patience. I must study my environment, wait for an opening-”

“The man I fell for was never this boring. I'd hoped this Spider-Man would be a mere warmup before you hunted the *real* superhumans, but instead, I seemed to have learned the upper limits of your prowess.”

“*Upper limits?*” spat Kraven. “Kraven the Hunter has no such things! I assure you, Calypso, the Spider-Man's victories thus far have been mere flukes.”

“Mmm, perhaps. But I’m afraid it no longer concerns me.” Calypso turned away, growing less and less opaque as she walked.

“But Calypso-”

“*Calypso, my sweet!*” Now instead of jungle drums, a deep voice filled the air, as if coming from afar. “*Return to bed so we can resume making passionate love till sunrise.*”

“*Coming, Ka-Zar…*” Calypso vanished without another word.

Kraven stood alone. His nails dug into his palm. Upon further reflection, it turned out time and patience weren’t as necessary as he’d thought.

A pair of guards stared, slack-jawed, at the camera feed.

“Was... Was that a teleporting voodoo chick?” The thinner guard traded glances with his less thin coworker. “Should we, uh, call that Stephen Strange guy? Isn’t he, like, the Manhattan equivalent of Gandalf-?”

“Screw it.” The other guard sprang out his seat. “I'm gonna go get some donuts. They don't pay me enough to deal with friggin' magic...”

She wished she could believe him? What did *that* mean? She was the one who was supposed to have been madly in love with him since seventh grade, and now suddenly his word wasn’t good enough for her? How was Peter expected to “prove” he didn’t have a death wish? Maybe Professor X could link Peter’s and Gwen’s minds together in a crazy telepathic love ceremony like something out of a trashy sci-fi romance novel? Wait, actually, that might work.

Except that this particular drama was maybe a teensy bit beneath Xavier’s notice. Well, Peter could ask Jean Grey, except that apparently, she didn’t always have the best handle on her telepathy. She *had* knocked out everyone in her vicinity during the Juggernaut thing, so Peter wasn’t sure he trusted her to go digging around his and Gwen’s heads.

Besides, Peter didn’t want Gwen to know quite *everything* that went on in his brain. Especially

not after he'd seen her and MJ in those Fourth of July outfits…

Peter's worries must've shown through on his face because suddenly, Aunt May was frowning at him. "Peter, dear?"

"*Nngh?*" With a great effort, Peter managed to lift his head from his napkin.

"I understand what happened with Gwen was upsetting, but all this moping isn't healthy for you." May's eyes traveled across the kitchen table to the napkin's cheek-shaped indent.

"I know, I know…" said Peter, stirring his scrambled eggs with his fork.

"Do you want to invite a friend over?" May leaned forward to tousle his hair. "I'd love to see Mary Jane again."

"Ugh…" Despite his best efforts, Peter's head returned to the napkin. Yeah, Aunt May would love to see Mary Jane… on Peter's arm. "I don't even want to *look* at another girl right now."

May's frown returned. "I'm sorry. I know moving on can be hard, but it's something almost everyone faces at some point or another." She brought a hand to her glasses. "Even *I've* been looking for a boyfriend lately…"

Peter's head rocketed upright. "You *have?*" Then he hurriedly peeled the napkin free of his cheek.

The first thing the Ryker's guards had tried to do was peel Chameleon's white, leather, full-head mask free of his cheeks, but it hadn't come off. It *didn't* come off. And so Chameleon had ended up wearing it above his orange prison jumpsuit. It was a fact that amused him.

But not as much as the amusement of today's lunchtime, during which the guards had opened up Sergei's cell to usher him into the cafeteria. Now that Sergei's mutation had been undone, the higher-ups had evidently felt it safe to escort him with half the number of guards.

Like Chameleon said. Amusing.

"*Agh!*" As soon as the last guard fell to the floor, Chameleon stood back a safe distance so Sergei could aim a stolen laser-rifle at his door.

Foom. After the smoke cleared, the lock was in considerably more pieces than it'd been a minute ago.

"Much obliged, brother." Chameleon strolled out, hands folded behind his back. "I underestimated you. Looks like you *are* capable of escaping this place."

"When properly motivated," Sergei said stiffly. "This prison is nothing to me. I have survived nights in the deepest, uncharted regions of the Congo with only-"

"-with only your bare hands for aid. Yes, yes, you're very talented. Now let's not delay-"

"We're not leaving yet, Dmitri." Sergei turned for the hallway. "There is one more I wish to free."

"Oh?" Chameleon knelt to retrieve a rifle of his own from a fallen guard. "And here I thought you'd learned your lesson about hunting in packs?"

"I don't require a pack," said Sergei. "Only a hunting dog."

It was incredible how much could change in a year. Last summer, Peter had swung around Manhattan without a care in the world, earnestly believing being Spider-Man was the best thing ever. And now here he was a year later, hiding out on a flagpole beneath a little underhanging to escape the downpour, moping and angsting to himself about how his double life hurt all his loved ones.

Spider-Man shivered. He *knew* he should've worn his thermals today…

"I can't get over it." He had to huddle right up against the building's back wall to keep from getting his phone soaking wet. "You know how bad I want her to be happy, but every time I picture Aunt May with a boyfriend, I break out in hives."

"Don't you think it's good for people to move on, though?" Odd, Mary Jane's voice was lacking its usual foxiness. She was almost unrecognizable without it. "You've gotta learn to deal with it, and not just from your aunt. I mean, y-you never know, Pete, you could walk into class after summer break to find Gwen holding hands with someone else…"

"Don't even start. My skin's crawling enough as it is, thanks." Peter brought a hand to his forehead. "Well, at least she couldn't *possibly* pick someone worse than Harry…"

"Yeah." MJ's laugh seemed more tepid than usual, too. "*Guess she's got a thing for redheads…*"

"Sorry, didn't catch that last part-"

"Nothing. It's nothing."

"I coulda sworn I heard you say- *say- ay- ah- achoo*." A moment passed. "Okay, *eww*." Instantly, Peter's mask was off his face.

"What?"

"Snotty mask. Ugh, that's the worst." Peter promptly flipped it inside-out so he rinse it off in the rain. "Bet Iron Man's got some fancy filtration system on *his…*"

"*Tiger*." Ah, there was the old MJ. "Have you been in costume this *whole time?*"

"Whuh?" Peter blinked. "Oh yeah, I was trying to get some swinging in before the rain hit."

"You realize you're taking me with you one of these days? Non-negotiable."

"*MJ*." To his great shock, Peter found himself laughing. "Hey, though, you wanna know something? This is really cool. You knowing my secret, I mean. It feels like, I don't know, like it broke the ice between us. I don't think I'd have opened up to you before about my aunt wanting to date and stuff."

"Ah, it's nothing, Tiger. And look, you really don't have to worry about your aunt. In fact, if you *do* get a stepdad… I'll kinda envy you."

The remark generated some silence.

"MJ…" Peter took a breath, and then- "*Whoop!*" -he almost cracked his skull on the pavement below.

"*Pete? What's wrong*?"

"I'm okay, I'm okay. Flagpole's just slick." That hadn't done Peter's heart rate any favors – His

grip on the pole had returned at the last possible second. Now he was hanging on upside down.

“Be more careful! You know what almost happened to Hobie!”

That remark generated even *more* silence.

“Truth is… my life kinda flashed before my eyes there.” Peter took another, deeper breath. “Mary Jane, what if, on some subconscious level…” His lids shut of their own accord. “…Gwen’s right about me? What if I’m only doing this whole Spider-Man thing because… because…?”

Even more silence.

“Peter…”

But whatever Mary Jane said next was drowned out by an earsplitting shriek.

“What the-? Call you back!” Not a second later, Peter’s phone was back in his utility belt and his mask was back on his head. Spider-Man swung down to steet-level to find a hysterical woman standing beside an empty stroller. It was hard to tell how much of her face was wet from the rain versus her tears. “What's wrong?”

“My baby. It took my baby.” The woman was, apparently, beside herself with shock. All she could manage was to point feebly to the opened manhole cover in the road. “It was a- a monster.”

“Call the cops!” Without a moment's hesitation, Spider-Man dived into the sewers.

Peter could debate the motivations behind his heroics until he was blue in the face, and it wouldn't change the fact that there were babies to be rescued.

The woman lingered at the edge of the manhole. But as soon as the sound of Spider-Man’s splashes became inaudible… the woman’s face was yanked off to reveal the stark, white, featureless one beneath.

Chameleon pressed a finger to the side of his white mask, turning on its built-in radio. “He took the bait.”

Oh, *man*, this wasn't good. Spider-Man could make out a shadowy, humanoid shape sprinting away from him as he bolted through the sewers (which, incidentally, meant that the residual mucus in his mask was now the least of his sanitation problems), but he couldn't hear the sound of crying. Peter knew how babies worked – He'd played *Yoshi's Island*. The poor thing ought to be screaming its head off right about now. And it wasn't, which could only mean...

Spider-Man rounded the corner, trying not to retch at the fresh wave of stench that hit his nose. The sewer tunnel led out into a much larger opening, almost as big as his living room back home. Spidey wasn't sure why the sewers needed to be so huge, exactly, but he wasn't complaining.

Spidey spun his head around, heart thumping in his chest. It looked like the other sewage tunnels were too narrow for any “monster” to fit through, so that meant the thing had to be...

“*Raaaagh!*”

-right behind him.

Thanks to the wonders of spider-sense, Spider-Man ducked the claw swipe, then spun to get a

look at his attacker. “Holy-!” Really, it wasn't *too* surprising, as far as monsters went. Let's describe it with an analogy: Lizards are to the Lizard as rats are to, uh, this guy. That is to say, it was a giant humanoid rat creature.

“Hey, I heard Michael Bay took some liberties, but this is ridiculous!”

The creature tried to sink its oversized front teeth into Spidey's juicy shoulder, but he managed to kick it in the stomach, sending the thing flying into the far wall.

“So if I destroy you by battle, do you get to Special Summon an earth monster with fifteen hundred or less attack from your deck?”

The rat made another lunge. Man, that thing had recovered fast. Spider-Man hadn't even been pulling his punches. The next thing he knew, Spidey was pinned down in the filthy water, letting his spandex get ripped to shreds by the rat's knife-sized claws. In another few seconds, Spidey would be missing some chunks, and to make matters worse, he was running dangerously low on rat-related pop culture references.

“Uh... Uh... Are you *sure* kids will like the new Chuck E. Cheese design-?” Spidey didn't even bother finishing that one. Instead, he focused on firing his web-shooters as hard as he could. The webs went straight up the rat's nostrils, causing it to stumble back, screeching its head off. Spider-Man had actually been aiming for its eyes, but he'd take it.

He pulled himself back to his feet, though he was a bit wobbly. Okay, okay, he could do this. Spidey just had to punch this thing until it fell unconscious, then haul it back up to the surface for the police to deal with. Simple.

Or at least, simple until something crawled over Spider-Man's foot.

“*Oh Jesus-!*” It was another rat – a normal-sized one – and now there was another one on his leg. And two on his arm. They were scurrying out of the pipes, out of cracks in the wall... Pretty soon, the whole sewer was covered in muddy brown fur. Spider-Man wondered dimly when he’d last had his tetanus shot.

But the next second, he was a bit too preoccupied with the mind-numbing pain of a hundred rat bites. Hoo boy. And he'd thought that spider bite had hurt.

“Swear to God, if one of you gives me rat powers- *Ow!*” Alright, time to let you in on a little secret. The truth was, the reason Spider-Man cracked so many jokes in the heat of battle wasn't because he was cocky – It was because he was *absolutely friggin' terrified*, and when Spidey got scared, he impulsively told jokes. It was a stress thing.

So whenever Spider-Man *stopped* telling jokes, well... that basically meant his brain had reached a whole new level of sheer, foam-mouthed terror.

“*Aaaaaaaaaaaaagh oh God oh God they're crawling all over meeeeeeeeeee-*” What was even happening right now? Where’d all these rats *come* from? Had that big rat summoned them somehow? Did he have the power to control rats? Suddenly, Spider-Man understood why the superheroes with animal-control powers like Ant-Man and Squirrel Girl were considered so strong. For every rat Spidey managed to tear off himself, two more took their place. It was like the rodent version of Hydra.

Now Spider-Man was feeling... whoozy. Maybe he just needed a little... a little nap time. He fell to his knees in the sewage, the largest rat looming over him while the smaller ones pinned him down. Really, when you thought about it, this wasn't the *worst* way to go. He'd only been trying

to save some poor woman's baby. Even... Even the Daily Bugle had to realize he was a hero now.

Slowly, Peter's eyes started to close... but before they could, a big, buff man pounced from the shadows, tackling the rat-creature with his massive biceps. The Manhattan sewer system wasn't exactly well-lit, but Spider-Man thought he could make out the man's clothing. Something about it seemed... familiar.

A moment later, the rat-creature let out a gag and plopped to the ground, unconscious. Apparently, the mystery man had put it in a choke hold.

“Were you watching, my darling Calypso?” Okay, that Russian accent definitely rung a bell. “I defeated it. I, without any powers, bested the beast that the Spider-Man could not!”

He was right. He'd totally one-upped the Web-Head. Spider-Man would've been amazed if he wasn't half-delerious.

The last thing Spidey managed to say was, “Are you the... Pied Piper?” And then the whole world grew black.

Was black Gwen’s color? She held the dress to her chest. Hmm… No, it wasn’t. Gwen tossed it onto her bed’s “nope” pile, though it was a bit tricky to pull off, seeing as that pile almost touched the ceiling.

“Going somewhere?” said a voice from behind.

“Oh, Dad-!” Gwen spun around to find him standing in her bedroom doorway, arms folded. “You’re back early.”

“I’ll be heading out again in a minute.”

“Well, to answer your question, I’m just going into the city tomorrow with- with a friend.”

“*Just* a friend?” Her dad’s eyes flitted to the “nope” pile. Typical. Once in his life, could he *not* play the detective?

Gwen thought he might press the issue, but instead, her dad simply turned to leave. Right before he left, though, he paused. “Gwen, listen.” There was an intake of breath. “Losing your mother hurt me. It still does. But the time I spent with her… I wouldn’t trade that. Not for anything.”

After that, there was silence. By the time Gwen mustered the courage to turn her head to the doorway, he was already gone.

“*Ugh... Aunt May?*” Peter's whole body felt like one big paper cut. He tried to roll over under the covers, only to realize with a pang that there *were* no covers. Or pillows. Or even a mattress. Peter tried to spring upright, but his body didn't listen. It was like every muscle below the neck had gone dead.

He at least managed to wrench his eyes open. “What the-?” There was rain hitting his face, and- and shadow-painted stones poking out of overgrown grass. He tried to work out where he was, but Peter's brain wasn't braining so good right now.

Wait. If the rain was hitting his *face*... Peter's eyes traveled downwards to discover his bare neck at the edge of the red spandex. “*No.*”

His eyes shot back up. Standing in front of the nearest stone was a huge, musclebound man, topless save for his trademark lion-face vest. Peter almost didn't recognize him without any fur or whiskers, but it there was no mistaking Kraven the Hunter. Now Peter was seriously confused. Last he'd checked, Kraven hadn't been one of the Ryker's escapees, and he'd, y'know, turned himself into every furry's wet dream.

But that wasn't what concerned Peter the most. No, that'd be the Spider-Man mask clutched firmly in Kraven's big, sweaty hand.

“So, little boy,” Kraven said softy, “you finally awaken.”

There was something about Kraven's eyes. Something different. Peter had seen those eyes before... in Harry's dad. And in Cletus Kasady.

Kraven chuckled to himself. “Yes, Spider-Man, I've learned the truth. All this time, I have been bested by an adolescent. But I do not feel cheated. No, you were worthy opponent.” It was hard to make out in this rainstorm, but there seemed to be something in Kraven's other hand, too. Something like... a shovel. “And though you may have been nothing but a naïve child playing the hero, you can take solace in the knowledge that you've served a higher purpose. You've shown me the power of the Spider.”

He laughed again, louder this time, and then slipped the mask over his own face. “Fear not, child. I will continue your work. I have proven myself the worthiest man for the task.”

“I...” Peter struggled to make his tongue work. “...hope you washed that thing first.” He tried to move his arms, but it was no good. Looked like Kraven had wrapped Peter up in chains and tossed him in some kinda big, wooden box.

Kraven crouched down, meeting Peter's small, trembling brown eyes with the mask’s big, steady white ones. “Struggle all you like, child. Normally, you might be able to break those chains... but not when I've filled you with enough tranquilizer to stop on elephant.” He glanced away. “I prefer not to rely on such tricks, of course, but in your case, I believe it's warranted.”

Hold on a tick. Peter's brain had finally realized where he was. An open, grassy field? A bunch of rocks sticking out of the ground? A big, wodden box? A shovel in Kraven's hand?

“My Calypso would’ve wanted you alive for this part. Would’ve wanted you to understand the true extent of your failure.”

Right before the coffin was shut, there was a flash of lightning, and Peter managed to make out the big rock jutting out behind Kraven. Carved into the stone's face were the words:

HERE LIES SPIDER-MAN, SLAIN BY THE HUNTER.

Cost of Living

Warm. White. Peaceful.

It felt good. Lying there, unmoving. It was like sleeping in on Saturday morning, only without the sunlight creeping through the curtains or the little blinking light on your phone charger or your aunt making a racket downstairs-

Aunt.

Aunt? What aunt? There was no aunt. The only things that existed in the whole wide world were his muscles, which were so very tired, and that amazing feeling that surged through them when he let them go completely limp. Man, what a great world to live in. A world where he was winning at life just by lying there asleep. Good job, Peter, you did great.

Except... Except he wasn't alive.

Peter.

Peter? Who was that? He'd never heard of any Peter! Peter was nobody. Nothing was real except for a tiny little half-awake consciousness floating in a warm, white void. It was okay. Peter Parker was gone. He'd died saving a baby from a rat monster. It was super heroic. There was no doubt at all anymore that... he was a hero. All he had to do now was lie here, feeling his shallow breaths growing hotter and hotter until they were broiling. It was finished.

No more power meant no more responsibility.

"*Whoops. Butterfingers.*" The goblin was laughing and the parade floats were swirling around her and Peter was shrieking and a line of webbing was erupting from his wrist and-

Beep, beep, beep, beep.

-and then Gwen was sitting up in her bedcovers, wiping sweat from her forehead and trying desperately to catch her breath. For one disorienting second, she thought she heard the sound of her own screaming ringing in her ears, but then she realized what it really was – an alarm.

Gwen flung herself out of her covers and dropped to her knees before the pile of junk by her bed. She couldn't help but feel like an idiot as her hands fumbled through the pitch-blackness. This room's layout was still a bit unfamiliar to her. Even after the wall of her old bedroom had been repaired, Gwen had been forced to move out thanks to the bad memories it held. Honestly, so much as being in the same house as that room made Gwen feel unsafe.

After a minute of searching, Gwen finally retrieved the source of the beeping – a handheld GPS. *The blue spider-tracer.*

Gwen pressed a button, replacing the noise of the device with the far more pleasant pattering of rain outside, and then squinted at the screen. Yes, she wasn't wearing her glasses, and yes, her eyes hadn't adjusted yet, but after years of checking her phone in the middle of the night, Gwen was a master at the art. It looked like Peter was somewhere at the edge of Manhattan, not too far from Queens. What could he be up to?

On impulse, Gwen shut her eyes, and like clockwork, the image of a cackling goblin flashed before them. *Calm down, calm down*. She was sure Peter was fine. He was probably just on a

stakeout or something, and he'd forgotten to turn the tracer off. Yeah. That was it.

Gwen groped her way to the far wall, where she retrieved her phone from the charger. The number she needed wasn't in her contacts list anymore, but, err… she kinda knew it by heart.

You okay? read Gwen's hastily-typed message. *That GPS alarm we made went off.* Her phone proclaimed that the message had been sent successfully, and so Gwen waited, staring expectantly at the screen.

Okay, it'd been thirty seconds and there was no response. He was definitely dead.

Calm down. Gwen forced herself to breathe. She was letting her fears get out of control. Peter knew how to take care of himself. He'd battled dozens of supervillains before. Why would tonight be any different?

But Gwen knew the answer before the question had even finished forming in her head. *Because he's upset and exhausted and you broke up with him and he wants to die*.

In seconds, Gwen had sent another, identical text. No response. She tried to call him. It went to voice mail. "Peter? Peter, you're not answering. Are you okay? Oh God." Gwen was such an idiot. Peter was probably laughing at her right this second. "I'm gonna get my dad. If we can't find you, we're gonna tell your aunt. We're gonna tell her everything. But- But it won't come to that. You'll be okay. You're alive." She hung up, then forced herself to take a deep breath. She was overreacting. He was fine.

Gwen got the answering machine three more times in a row.

Five minutes. She'd give him five minutes to text back. Gwen took another breath. Five minutes.

Four minutes later, Gwen was charging into her father's bedroom, screaming, "*Dad! Dad!*"

The itsy-bitsy spider went up the water spout. Down came the rain and washed the spider out.

"*Hee hee hee...*" Despite his protesting muscles, he managed a faint giggle. That song was funny. Ha ha. Funny song. He wondered why he was thinking of that particular song right now, though.

Phone.

Phone? Oh, of course! That song wasn't just in his head. He'd made Itsy-Bisty Spider his ringtone. It'd seemed really clever at the time.

Suddenly, he was overcome with an irresistible urge. Every teenager-ey instinct in his body was begging him to answer his phone. What if work was calling?

The itsy-bitsy spider went up the water spout. Down came the rain and-

It was ringing again. He had to answer it! Had to-

No. Don't wanna. A groan escaped his lips. He was tired. And so what if work was calling? He wasn't gonna answer that. He was finished. Done. He wasn't going to work ever again.

"Peter?"

For the briefest of seconds, Peter's eyelids twitched, but they proved far too heavy to open. That voice. He knew that voice. It was... impossible. It was...

“Peter, you're not answering. Are you okay? Oh God.” It was muffled by his utility belt’s pouch and intercut with labored breathing, but there was no mistaking it – Gwen was leaving him a voicemail. “I'm gonna get my dad. If we can't find you, we're gonna tell your aunt. We're gonna tell her everything. But- But it won't come to that. You'll be okay. You're alive.” That last sentence was barely a whisper.

A jolt rocked Peter's body – a jolt every bit as strong as the one he'd felt that fateful night in the warehouse, when he'd laid eyes on Walter Hardy. He couldn't be dead. He couldn't be- Peter's hand twitched. All at once, it came back to him. Kraven. The tranquilizers. *Getting buried alive*.

What had a second ago felt like a warm bed now felt distressingly more like a dark, cramped coffin. Peter slammed the lid as hard as he could. Normally, with his super spider strength, busting out would be a breeze, but at the moment, Peter could barely lift his elbows, let alone the rest of his arms.

“*Aaaaaaaaaaagh-!*”

His lungs were working just fine, though.

A police car rolled up to a pitch-black cemetery. Gwen hopped out before it'd even come to a stop, then sprinted across the mud without so much as a jacket to protect herself from the torrent of rain.

“Gwen, wait-” Her dad sprinted after her, though he, at least, had taken the time to throw on a raincoat. By the time he was halfway across the street, Gwen had already hopped the cemetery's fence.

“Peter? *Peter?*”

Her phone's flashlight scanned the perimeter, then came to a halt on the grave with the freshly-planted soil. Gwen's eyes fell on the tombstone: *HERE LIES SPIDER-MAN, SLAIN BY THE HUNTER*. She only pondered the absurdity of it for a moment (Seriously, what kind of bad guy took the time to engrave an epitaph?), then threw herself, hands and knees, into the dirt.

“*Peter! Peter! No, no, please, God-*” She was hardly even aware of what she was doing as she clawed her way through the mud. This wasn't happening. Couldn't be happening. Was this how Peter had felt about- about his uncle? If Gwen had just stayed with Peter… But no, she’d had to be a stupid little spineless baby like always, and now everything was ruined. Now everything was... was...

“Gwen, what are you-? *Lord*.” Her dad arrived right in time to watch her fingernails hit wood.

Gwen halted the dig. The grave had been shallower than she'd thought. Good, good. But now she hesitated. If she opened that coffin... what would she find inside?

But as it turned out, Gwen's question would be answered for her. With a sudden *wham*, the lid of the coffin cracked open. Gwen had to shield her eyes to keep out the shrapnel, but when she reopened them... there he was.

His mask was missing, and the rest of his costume had been torn to shreds, but he was there. Sweaty and panting and beautiful and *alive*.

Peter half-leaned, half-fainted into her shoulder, then muttered a ragged, “*G-Gwen... How...? Am I seein' things?*”

Somehow, Gwen found herself smiling. She wiped her eyes, held her boyfriend close, and whispered, "*I believe you, Peter. I believe you now.*"

There was no way a McDonald's burger could possibly taste this good. It wasn't natural. Of course, after spending god knew how many hours in the ground, Peter wouldn't turn his nose up at a burger foraged from a *dumpster*. He didn't care. All that mattered was that he was safe and warm in the back of Captain Stacy's car with a nice, soft shock blanket around his shoulders and Gwen's rainsoaked hair resting against the crook of his neck.

Come to think of it, Peter hadn't even stopped to change out of his Spider-Man costume, so hopefully the bored-looking teenager at the drive-through window hadn't glanced at the passenger seat.

"How are you feeling?" Gwen's dad gave Peter a look through the rearview mirror.

"Pretty good, all things considered," Peter said through a mouthful of fries. "I'm, y'know, superhuman, so I bounce back from stuff like this pretty easy. I've had worse."

Gwen's dad looked distinctly unconvinced. "You need a doctor. I can't even begin to guess what kind of drugs Kravinoff put in you... not to mention your entire body's covered in rat bites."

Peter shook his head. "I'm not sure I could make it through a whole checkup without blowing my secret ID." He reached for the phone in his belt. "Look, Johnny gave me a number to call if I ever got hurt. He promised I'd be taken care of for free by, like, the absolute best doctor on the planet."

"*Greetings! I am H.E.R.B.I.E., this building's multi-functional AI, and I will be serving as your medical practitioner today.*"

Oooookay, Peter's day had been crazy enough *before* the robotic doctor showed up. Currently, Peter was resting in the bed of the Baxter Building's own private hospital while Gwen sat in a chair nearby. Somehow, the hospital gown covered *less* of Peter than his shredded costume had.

"*After intensive scanning, I have determined the most expedient route to your wellness is through the intake of these immune boosters.*" The little white robot raised an arm, out of which a syringe emerged. H.E.R.B.I.E. hovered his way towards Peter. The pair of big yellow lights on his head gave off the impression of a friendly face. "*These will help your superhuman immunity and cellular repair system to more easily heal you.*"

"Wait a tick," Peter said as the needle entered his arm, "if I've got a superhuman immune system, how come I can still get a cold?"

"*There is no cure for the common cold*," H.E.R.B.I.E. answered readily. "*Dr. Richards has spent countless man-hours struggling to disprove this fact, but to no avail.*"

"Of course he has."

For a moment, there was silence, save for the gentle whirring of H.E.R.B.I.E.'s internal cooling fans. Gradually, Peter and Gwen found their eyes meeting. They seemed to have wordlessly agreed to resume dating, seeing as they'd kissed each other about a bajillion more times by now. Peter hoped he hadn't gotten any soil in her mouth…

After a while, Gwen broke the silence. "Peter... I'm sorry for what I said. I let my anxiety get the best of me, and I gave you a hard time over nothing-"

“It *wasn’t* nothing.” Peter bowed his head. “Truth is, after what happened with Carnage, I lost my nerve. I've been reckless and- and sloppy lately, and you had every right to be worried about me. I don't want to *ever* do that to you again.” His cheeks grew a shade redder. “I love you.”

Gwen’s weren’t untouched, either. “I love you, too.”

Their lips crept closer... and then Gwen's dad walked through the door, and suddenly those lips were on opposite sides of the room.

Peter had to hand it to him, the guy was a professional. He'd kept his usual stoicism even inside the headquarters of the most famous superheroes ever.

“I just got off the phone with your aunt,” he said. “I told her you snuck over to our house and spent the last few hours having a big emotional reunion with Gwen, and now I’m letting you stay the night in our guest room. May’s not particularly happy you missed curfew, but she believed it.”

“Well...” Peter shifted in place. “...it's better than telling her the truth.”

Gwen's dad folded his arms. “Peter, you almost died tonight. Don't you think she has the right to know?”

At this, Peter's eyes met his bedsheets. His only reply was a feeble, “Yeah, but... her heart...”

“May’s stronger than you give her credit for.” Gwen's dad rubbed his temple. “Peter, listen, I know you'll bounce back from what Kravenoff did to you, but I'm not so sure you need to get back into costume anytime soon.”

Peter's eyes snapped back to his. “Look, I know I promised I'd take a vacation for a while, but that was before that mass breakout from the Vault-”

“I told you, I only approved of your heroism because you did things the police couldn't.” Something about this guy's glare unnerved Peter. Now he knew where Gwen got it from. “Yes, you put away supervillains, but you haven't *kept* them away.” Gwen's dad let out a sigh. “Between this and the incident at the hospital, it's clear the Sinister Six won't rest until you're back in the ground. With Kravenoff and Toomes still at large, the smartest thing you can do right now is lay low.”

Peter sprang up in his bed. “But Kraven saw my face! Even he's smart enough to connect the dots and figure out who I am. I can't just sit around on my butt while he's running free.”

“Then ask the Fantastic Four to handle him.” Gwen's dad pointed a thumb at H.E.R.B.I.E., who was hovering pleasantly nearby. “You seem like you're on good terms with them.”

“But-”

“He's got a point, Peter,” spoke up Gwen. “You were off your game even before Kraven buried you. You need to rest.”

“I- Well… alright.” Reluctantly, Peter crawled back under the covers. “I can hang up the tights for a while. But I'm not telling Aunt May the truth yet. That-” He faltered. “That can wait.” But then he regained his vigor, turning back towards Gwen's dad. “But you've gotta promise me you'll do *everything you can* to stop Black Cat and her father.”

Gwen's dad nodded. “I promise.” Then he sighed again and turned to stare out the window. “I just hope the other superheroes can take care of Kravenoff soon. Something about the way you described him made him seem... different. Desperate. I've seen that before in criminals.” His eyes

narrowed. “Right before they lost their minds”

Spyder! Spyder! Burning bright.

It had been here. Kraven had seen them. The memory pounded in his head like jungle drums. The spiders.

Kraven dropped down through the skylight into the laboratory below. The scientist with the mustache was absent, seeing as it was the dead of night, but other than that, the room appeared unchanged in the months since Kraven had last come here. Before, he had asked for the power of the jungle cats. *Ha*. He'd been so naïve. All along, the real power had been staring Kraven in the face.

In the forests of the night.

Silent as a lion in the grass, Kraven crept his way to the glass terrariums lining the wall. With a swift motion, he sent his fist through the glass, shattering it instantly. The spider within was startled, but not as startled as when Kraven reached in to grab it. It was a beautiful creature – deep blue with red makings and nearly as big as Kraven's fist. The arachnid impulsively bit Kraven's hand, but he hardly noticed. To Kraven the Hunter, it was little more than a gnat sting.

But then, he wasn't Kraven the Hunter anymore. Gently, Kraven rolled back his mask, then lifted the struggling creature to his mouth. He was the Spider.

What immortal hand or eye.

Crunch. Kraven chewed noisily. It was working. He could feel it working already. Just as the ancient tribes of Africa consumed the flesh of their enemies to gain their powers, so too would Kraven gain the power of the Spider.

Crash. Shards of glass were again sent flying as Kraven retrieved his next meal, and then his next, and then his next...

Could frame thy fearful symmetry?

Intangible Assets

Chapter Notes

See the end of the chapter for notes

A commandeered taxi cab sped down the streets of Manhattan, followed closely by an entire squadron of shrieking police cars. The ragged, unshaven man in the taxi's passenger seat glanced out the back window. The sweat on his forehead was accumulating at an alarming rate.

“Remind me why we're doing this again, Henry.” The man gestured to the suspiciously large number of Hammer Tech plasma rifles resting by his feet.

“Well, Martin, that would be because Stark got rid of all his commercial weapons, meaning these here are now the strongest ones around.”

“No, I mean, what's our end goal?” Martin sighed, then added, “Tell me it's not to impress Silver Sable again.”

“What?” Henry laughed as he slammed on the gas pedal. “Of course not. We're lucky we managed to escape Ryker's in all the confusion. No, Marty, I've finally realized that my obsession with Sable was crazy and stupid, and there's no point risking my neck to impress her anymore.”

This seemed to ease Martin's conscience. “Well, I'm glad you-”

“I'm risking my neck to impress Black Cat!”

Martin buried his face in his hands.

“With these guns, she'll have enough fire power to storm Ryker's and free her d-”

“*She already freed him.*”

“Oh.” Henry's luster promptly vanished. “Well, uh, Black Cat could still need all these guns. What if one day, I don't know, Spider-Man suddenly turns evil and punches her, and then Black Cat gets all mad and decides to become a crime lord?”

Martin gave him a long, hard stare. “Henry, that is the single dumbest thing I have ever-”

Wham. Apparently, when coming up with this plan, Henry had failed to consider the fact that in New York City, the statistical probability of a big, musclebound superhuman landing on the hood of your car was a bit higher than in all the surrounding cities.

“*Holy $#%#!*” The next thing they knew, Henry and Martin found their car suspended off the ground as they screamed their lungs out. Their assailant was wearing a Spider-Man mask, but other than that he didn't share the Web-Head's fashion sense. Spider-Man wasn't known for his shirtlessness or his animal fur vest.

With a disheartening *crunch*, the crooks were flung to the pavement, tumbling down the street like a pair of ragdolls before finally coming to a rest by an overturned street lamp. “Ugh...” Henry managed to lift his head long enough to see a crazed jungle man heaving the remains of their stolen taxi over his head.

“*Where is she?*” the man snarled. “I bested the Spider. I *became* the Spider. I can do whatever the Spider can! So why has my beloved not returned to me?”

After that, the world grew dark. Though it brought Henry the slightest bit of comfort to know that at least the supervillains didn't have great dating lives, either.

He couldn't move. It was dark and *he couldn't move*. There was barely any light seeping through the cracks in the coffin, and yet he could see it clear as day. The red. Oozing its way inside. His blood-? No. Not blood. It was... growing a face. A grinning mouth with endless teeth, and those pure white, misshapen eyes.

"*Time to draw your blood*," Carnage whispered.

"Gah!" Peter's eyes burst open, and he sat up, dazed. It took him a second to remember where he was – still stuck at the Baxter Building's private hospital ward. Luckily, Peter was the only person there today. He'd hate to have his secret identity exposed because Reed Richards's intern had a tummy ache.

Man, though, last night's little underground adventure had added a whole new dimension to Peter's PTSD-nightmares. He was in for a heck of a session with Leo...

"*Time to draw your blood*."

"*What the-?*" Peter came uncomfortably close to punching H.E.R.B.I.E.'s adorable head clean off.

"*It is time to draw your blood*," H.E.R.B.I.E. repeated as a needle protruded from his stubby hand. "*Do not fear. I realize humans are often unsettled by the sight of needles. Dr. Richards has programmed me with a very close approximation of empathy*."

"No, no, it's not that." Peter allowed the bot to stick his arm without protest (He took it on the superhero code of honor that Mister Fantastic wasn't gonna use Peter's blood for the purposes of mad science). While he waited, Peter fixed his eyes on the chair by his bedside – He was fine with getting his blood drawn, but that didn't mean he was eager to watch it happen.

"Morning," Gwen murmured, sitting up in the chair and tucking her phone in her jacket pocket. "Dad left for work. You feeling okay?"

"Yeah." Peter ordered his lips to smile. "Never better. How 'bout you?"

"Fine. I'm just glad that, if you had to get hurt, it happened over summer break." Gwen responded with her own, equally forced smile. "I would *not* be having a good time in school right now."

"I hear you." The conversation lulled for a second. Peter took a breath. He'd love to launch into their usual playful banter, but right now he had a bit too much on his mind. "I need to get back to Aunt May. She's probably worried sick. Well, that or she's plotting to ground me for life as soon as I walk in the door."

"*Based on the results of these tests, I declare you fit to leave.*" As he spoke, H.E.R.B.I.E. withdrew the needle from Peter's arm and stuck on a band-aid covered with little Fantastic Four logos. "*Because of the accelerated rate of your superhuman cellular repair system, I project that the various animal bites covering your body will heal without scarring within the next several days*."

"Cool." Without further ado, Peter flung off the covers and returned to his feet. He ached a bit, but nowhere near as bad as he had after his last tussle with the Sinister Six. "Now c'mon, Gwen, let's head home." As he made for the door, Peter added, "I'll feel better once I know May's safe. If Kraven's pieced together who I am..." He gave an involuntary shudder. Peter hadn't forgotten last

Thanksgiving.

There was silence.

“Gwen?” Peter glanced back, only to find Gwen still in her seat, avoiding eye contact. “What's wrong?”

“There's... something I need to tell you.” Reluctantly, Gwen retrieved her phone from her pocket. “While you were asleep, I checked the news.” She took a breath. “Kraven's been on a rampage all over Manhattan. He's running around in your mask brutalizing criminals. He hasn't killed anyone yet, but it's only a matter of time at this rate. And it looks like he's got some new superpowers to boot.”

“*What?*” Peter impulsively spun towards H.E.R.B.I.E. “Why haven't the Fantastic Four stopped him?”

“*The Fantastic Four embarked this morning on an emergency voyage to the alternate dimension known as the Negative Zone, where they will do battle with the tyrannical warlord Annihilus for the fate of all mank-*”

“Yeah, whatever.” Peter turned back to Gwen. “And let me guess, the Avengers and X-Men are busy, too?”

Gwen nodded. “Both their jets were spotted flying away from New York, and the X-Men aren't returning my calls.”

“And a random nut like Kraven’s probably beneath the Avengers’ notice anyways…”

“My dad and his men have been trying to stop Kraven all day, but he must’ve taken some weird voodoo herbs that make him immune to the tranq gas.”

“So in other words, I'm the only one powerful enough to stop Kraven right now.” Peter let out a groan. “And with great power comes yadda yadda yadda.”

Gwen rested a hand on his arm. “It's okay, Peter,” she said softly. “Go save some lives.”

Peter nodded. He climbed out of bed, about to make for the exit when he caught himself. “Wait, I forgot my costume's totaled. I can't fight crime with my butt showing!” He gave his hospital gown an irritable tug.

“You sure?” Gwen managed a smirk. “It’s a *great* butt…”

“*Hey!*” Peter spun towards her, grinning. “No degeneracy in the Baxter Building, young lady!”

“*Not to worry*,” beeped H.E.R.B.I.E., floating over his shoulder. “*I shall find you a suitable costume. Dr. Richards has programmed me with a cutting-edge sense of fashion.*”

Peter cocked his brow. “Really? Well, okay then. One costume, please. Oh, and make sure it looks cool.”

“*Cool*,” repeated H.E.R.B.I.E. “*Yes. I can do that.*”

A horde of pedestrians fled, shrieking, from a trashcan resting by a shop door. Next to said trashcan was a stray newspaper, and on the wall above it was a raving jungle man in a Spider-Man mask.

"*Littering is a crime against society!*" Kraven screamed at the top of his lungs. "*You're criminals, and I'm going to hunt every last one of you! Then Calypso will love me. I am the Spider! I am the-*" Suddenly, he groaned, clutching his temples. "My head. Why do I feel a... tingling?"

Wham. The next thing he knew, Kraven was kicked off his perch by an unknown assailant.

"Gee, I'm surprised you can even hear your spider-sense over all the voices in there."

Kraven picked himself off the ground, then locked eyes with his attacker. His jaw dropped. "What game is this?" Kraven snarled. "Only a madman would dress as you do!"

"Hi pot, I'm kettle." The attacker pulled himself to his full stature. "What's wrong, big guy? Haven't you ever heard of the Bombastic Bag-Man before?"

Of course, the reason Kraven hadn't heard of him before probably had to do with the fact that Bag-Man's big debut had been twenty minutes ago back at the Baxter Building. H.E.R.B.I.E. had lent Peter one of Johnny's spare Fantastic Four costumes, but the robot had had to improvise when it came to the mask, which was why Peter was now rocking a brown paper bag on his head. All they'd needed to do was cut out some eyeholes, glue the bag to Peter's face with some web fluid, and presto. Yeah, this one was a keeper. Screw Spider-Man – Clearly, Bag-Man was Peter's true calling.

Why was there a plain brown paper bag lying around the Baxter Building, anyways? You'd think Mister Fantastic would've invented some kinda super advanced fourth-dimensional lunch bag that could hold a whole planet's worth of baloney- *Okay, getting off topic, Pete.*

There were more pressing matters to worry about. "So where'd you get the new powers, Kravie? Wall-crawling doesn't really fit the whole 'jungle cat' motiff."

"I recognize that voice." Kraven's brow creased as he stepped closer to his prey. "I received my powers from the same place you did, Spider-Man – your college's laboratory."

The ESU lab? That didn't bode well. If Elmer Fudd here had broken in and stolen one of the genetically-altered spiders, it could tip Professor Warren off to the fact that the spiders gave people spider-powers.

But Peter didn't let this concern show in his voice. "Laboratory? You mean you *didn't* get yours from a box of Cracker Jack? Weird." Peter fired his web-shooters, but Kraven's reflexes were too fast now. He dodged like it was nothing.

"I'm glad you're here, boy." Kraven crouched down like a big cat fixing to pounce. A… spider-cat, Peter guessed. "I've finally realized why my darling Calypso has not yet reappeared. This time, when I bury you, I'll make sure it's *permanent.*" On the last word, he lunged.

"Dude, do your ears not work?" Peter said as he ducked a swipe of Kraven's fist. "I'm the Bombastic Bag-Man. No idea who this spider-guy is, though he does sound pretty hot. Maybe introduce me sometime." He webbed the nearby trashcan and yanked it into Kraven, but it merely shattered against the guy's back like it was glass. Sheesh. Peter guessed that was what happened when you gave spider-powers to someone who was already way too buff.

"Talk all you like, boy, but deep down you know that I am the true Spider now!" Kraven did a sudden flip over Peter's head, landing behind and then kicking Peter's legs out from under him.

"Agh!" Peter face-planted into the pavement. Dang, Kraven was so much faster than normal.

"That's why you've chosen to wear that ridiculous costume, isn't it?" Kraven lifted his fist for the

finishing blow. “I stripped your title from you.”

“Hey, don't knock the new threads!” *Thwip*. The finishing blow was softened by a layer of webs over Kraven's fist. “Unstable molecules, dude. It feels like silk, and it doesn't ride up in the crotch at all.” Seriously, the Fantastic Four had it made. Asking to join them should've been one of the *first* things Spider-Man did.

“You were never worthy!” With his newfound spider-strength, Kraven managed to tear off the webbing, but by that time Spider-Man – sorry, *Bag-Man* – was already back on his feet. “I was always meant to be the Spider. Me!” Kraven swung his fists blindly, chanting, “*Spyder! Spyder! Burning bright!*”

“Great, now we can add 'ruining William Blake' to your list of crimes.” Sure, Peter was a whole heck of a lot weaker that Kraven now, but he at least still had all his mental faculties intact, meaning instead of attacking randomly, Peter knew exactly where to strike. “The tiger's 'burning bright' because it's, y'know, orange. It doesn't really work if you replace it with a spider.” He delivered a kick to Kraven's stomach.

Kraven was winded for a second, but he quickly collected himself. “*Silence! I am the Spider, and you are merely a fly for me to devour in my web.*” Kraven smashed his pointer and middle fingers against his palms. Peter impulsively flinched, but... nothing happened. Well, besides Kraven inadvertently declaring “I love you” in sign language.

“W-What?” Kraven stared at his wrists, dumbfounded. “Why is it not working? I am the Spider! Where are my webs?”

“They're not org- Oh, I'm not even gonna say it this time.” Peter seized the confusion to shoot some *actual* webs, pinning Kraven to the sidewalk.

“No! No this cannot be!” Kraven roared with fury as he squirmed against his restraints. “*I am the Spider! Spyder, spyder, burning bright!*”

Before Kraven had a chance to break free, Peter uncorked a vial of gene cleanser from his belt. “Boy, all that deranged rambling must make you thirsty.”

“Please, no! I can't lose my powers! Not again! Not ag-! *Glug*.” Kraven tried to close his mouth, but Peter held his nostrils shut, forcing Kraven to open up if he wanted to breathe.

“Ah, gene cleanser. Is there any problem it *can't* fix?” The moment the cleanser was safely down Kraven's throat, Peter yanked the Spider-Man mask off his head. “And I believe *this* belongs to me.” Peter didn't put it back on, though. No, he wouldn't be doing that until his mask had gone through at least three hot cycles in the wash.

“I... I failed.” After a minute of struggling against his sticky prison, Kraven finally gave up, panting, and bowed his head. “I am not the Spider.”

“Hey, I'm sorry, man,” Peter said as he turned to stroll down the street. “Tell you what, why don't I go fetch some friends from the NYPD, and we'll all treat you to some ice cream?”

It only took Peter a minute to hunt down Captain Stacy. Naturally, Kraven's wacky antics had attracted a whole host of squad cars. He'd had such a long day, it actually took Peter a minute to realize why Gwen's dad was staring at him.

“Oh, this?” Peter gestured to the bag on his head. “My suit's at the dry cleaners. Anywho, I came to tell you Kraven's all webbed up right over-” He turned around to point in Kraven's general direction. “-here.”

He was pointing at an empty pile of webs.

Peter groaned. “Not again-”

“*Rah!*” Even without spider-powers, Kraven was fast. In the blink of an eye, he sprang from an alleyway.

Spider-sense. Peter caught the hunting knife millimeters from his throat.

“What do you plan to do, boy?” Kraven struggled with all his might, but Peter’s pinky alone had the strength to pin him to the pavement. “Imprison me? I shall escape again. Always, Kraven the Hunter shall escape. The hunt will not relent! Next time, I will be swifter! I will be merciless!”

“But-” The words caught in Peter’s throat. Kraven had a point. The only reason Peter was still alive was because Kraven had gotten too hasty with the burial, and something told him Kraven wouldn’t make that mistake again. How was Peter supposed to live the rest of his life? How was he supposed to be there for Gwen when this nut could escape Ryker’s at any moment? Could lay another trap for him?

“You know what must be done.” Kraven’s eyes flitted to the knife in his struggling hand. “This only ends with one of us in the ground.”

“But… you know you can’t beat me.”

“*This only ends with one of us in the ground.*”

“You…” Trembling fingers drew near Kraven’s knife.

“That’s it, boy,” Kraven said softly. “Show no fear.”

“…*want* to die?”

Kraven snorted. “What I want is the dignity a cage cannot allow.”

A moment passed.

“Do it,” said Kraven. “*Do it.*”

Thwip. The next instant, the blade’s edge was blunted by a gob of webbing. *Thwip*. And the instant after that, the rest of Kraven was once again trapped in a cocoon.

“But why?” Kraven spat, struggling with all his might. “I’ll escape again. I’ll kill you! You must strike first. You have no choice!”

“There’s always a choice.” Peter looked to the officers behind them. To Gwen’s dad, who nodded. “Listen to me, Kraven, I know a therapist who sees supervillains. He can get you help.” A second ago, Kraven had made Peter’s heart pound, but now he just seemed... sad.

“But why-? I've done nothing but hunt you. I buried you alive!” Kraven had this look of earnest confusion on his bearded face. It was almost childlike. “Why should you care what happens to me?”

Peter’s eyes met his feet, which were bare beneath his costume. “Because *no one* should have to feel… how you feel right now.” But slowly, his eyes locked with Kraven’s. “There’s more to life than hunting. Than fighting over and over until you… can’t anymore. I mean, you have all these amazing skills. You could really help people, work on a nature reserve or something. If you've got

the power to do good, then you have a responsibility to the world."

Kaven stared at him. "You truly believe that?"

Peter nodded. "With all my soul."

Another moment passed.

After what felt like forever, Kraven finally said, "You fight with honor, Spider-Man. I will respect your wishes."

Peter almost laughed in relief. The tension had vanished faster than flipping a light switch.

As the officers stepped forward to collect the webbed-up Kraven, all he said was, "Make sure my lion, Gulyadkin, is cared for. You will find him in my safe house."

"We'll call animal control," said Captain Stacy.

And with that, Kraven allowed himself to be led away into a police van. Right before the doors shut behind him, Kraven met Peter's eyes one last time.

Peter found himself staring back long after the police van had driven off.

"Peter." Peter flinched at the sound of his own name, but it was just Captain Stacy speaking in an undertone. "You did good." He came to a stop at Peter's side, placing an arm on his shoulder. "And I don't think I'm the only one who noticed." Captain Stacy pointed to someone at the back of the crowd of officers.

Peter's eyes followed Captain Stacy's finger. And then they went the size of dinner plates. Across from them was another captain. *The* captain. He was standing there as if he was nothing but another law enforcer, except that all the other law enforcers were gaping at him like starstruck children.

Peter rubbed his eyes to make sure he wasn't dreaming. Yes, he'd already met Captain America a few short weeks ago, but that didn't make the second meeting any less glamorous. And not only had Captain America seen that whole spectacle, but he was now *walking towards* Peter, his shield on his back. It was all Peter could do to keep from squealing.

"C-C-C-Captain America?" Peter stammered. "But I thought you guys flew off on a mission this morning?"

"I stayed behind," Captain America said simply. His face was totally stoic. And nerve-wracking. "I was helping the police recapture Edward Whelan – the one the media calls 'Vermin.' Rat-monster. You might have heard of him."

"Really?" Peter gave a sigh of relief. "So New York doesn't have to worry about any R.O.U.S.'s anymore?"

Captain America's face remained a perfect blank.

"That's, uh, from a movie," Peter added, blushing.

"I see." Captain America paused for a moment, then added, "Whelan was one of the many victims of Baron Zemo's attempts to recreate the Super-Soldier Formula, so… I suppose I felt responsible for him."

Captain America was big on responsibility? How soon could they hold the wedding?

“But that’s not all I felt responsible for.” Cap extended a hand. “Spider-Man, on behalf of the Avengers, I wanted to apologize for the way my teammates treated you the last time we met. The Avengers are still learning to work together, and some of us can be unruly.”

“It's cool,” Peter immediately said. “Water under the bridge. I- I mean-” He’d just realized that the reason Captain America was extending a hand was because *he wanted Peter to shake it*. “What you said before… I get it, y’know? You’re right, I *am* a kid.” Peter accepted the handshake the way a sinner might accept one from God.

For the first time in his life, Peter saw Captain America smile. The only word his brain could come up with was “dreamy.”

“Maybe so, but I want you to know that the Avengers will always have an opening for you...” With the smallest hint of a smirk, Cap added, “...as soon as you turn eighteen. And if you trust us with your secret identity.”

“Y-Yeah. Of course!” It dawned on Peter that he hadn't blinked once this entire time.

“Then I look forward to working with you, soldier.” Without another word, Captain America turned away and walked back into the crowd.

This must be what it felt like to have brain damage. In another minute, Peter was gonna start drooling. This couldn't be happening. It had to be a dream. How soon until his eighteenth birthday again? This couldn't be happening. It was like Peter's whole life was having violent mood swings.

First the Avengers all make fun of me for being a stupid kid, and then suddenly Captain America 's shaking my hand and acting like I'm some saint of a superhero who can do no wrong and deserve s to be a full-fledged Avenger and-

Peter caught sight of his reflection in a nearby shop window.

-and wears a paper bag on my head. Wow. Captain America had a heck of a poker face.

Well, Aunt May didn’t look *too* suspicious. She only peered at Peter a moment before turning her attention to Gwen and her dad, the other two people on the Parker household doorstep.

“My apologies. Gwen and I didn’t mean to intrude at this hour.” Gwen’s dad nodded to the sunrise peeking over Forest Hills’s horizon, and then to May, who tugged her pale pink bathrobe farther over her pajamas. “We were just returning Peter to you.”

Peter shrank at his mention. Hopefully, Aunt May wouldn’t think too hard about why Peter was wearing a long-sleeve shirt and pants in the middle of summer. Or why the shirt was sky blue with a Fantastic Four logo on it (No, it wasn’t the Bag-Man costume. Naturally, H.E.R.B.I.E. wouldn’t let Peter keep an unstable molecule suit. There went Peter’s plan to hock it on Ebay and pay off Aunt May’s mortgage). Well, at least May couldn’t see all the scratches and bites on Peter’s face thanks to the magic of Gwen’s makeup kit.

“I’d better get going.” Gwen’s dad turned to leave, but he was stopped by a voice.

“Actually, George-” May took a step out the front door. She brushed a strand of white hair from her eyes. “-would you like to grab a coffee?”

Gwen’s dad turned back, revealing a smile. “I guess I can spare a minute.”

After that, the Parkers and Stacys went inside, with the grown-ups gravitating towards the kitchen and the kids gravitating towards the staircase.

“Me and Gwen will be in my room. Oh, and guys?” Peter shot the adults a goofy smirk. “No hanky-panky, now.”

There was a four-person laugh, and then Peter and Gwen vanished up the stairs.

The moment the kids were gone, May spun to gawk at George from across the coffee pot. “Was he wearing makeup?”

George shrugged. “Kids these days.”

Alright, Mary Jane’s makeup was done, and after only four hours. New record. Now all that was left was to figure out what to do with her hair. Obviously, it didn’t need to be something quite as, err, advanced as her Fourth of July outfit. No need to scare the poor girl when she was clearly still in the questioning phase.

What if MJ put her hair up? Maybe something more tomboyish? Mary Jane made her gorgeous red locks into a ponytail with her fingers, then examined herself in the mirror. Hmm. Yeah, this plus her black jacket and fingerless gloves wouldn’t be half bad. MJ hadn’t gone with that look since she’d dated that Japanese chick from her last school. Guess MJ tended to be the “guy” in these things.

Speaking of guys, MJ couldn’t help but picture the look on Peter’s face when he found out about this. His head was gonna pop right off his body. But… But he’d come around to it, wouldn’t he? He wouldn’t want Gwen to stay miserable and heartbroken forever. Besides, this was just one little date. Purely experimental. For all MJ knew, nothing would come of it.

Bzzzt, bzzzt.

“Miss Stacy, I presume?” Instantly, the phone was retrieved from the side of the sink and pressed to MJ’s ear.

“Mary Jane. Hi. Uh…” Aww, listen to her. She was all nerves. “This is awkward.”

“Hey, there’s nothing to be awkward ab-”

“I got back with Peter.”

Oh. MJ had spoken too soon. “Seriously? That’s great!”

“You- You were right before. I freaked out over nothing.”

“Ah, I knew you lovebirds couldn’t keep away from each other for long.”

The phone speaker picked up an intake of breath. “You… might be more right than you realize. I love Peter. I love him so much, it scares me. And- And I know how crazy his life is on, like, a cerebral level, but I take one look at him, and suddenly it doesn’t matter. Not even a little.” There was a pause. “Maybe *Peter’s* not the one with a death wish…”

“Hey, you don’t have to justify a thing to me, girlfriend. You know I’m your wingwoman for life.”

“Well, I feel awful about waiting till the last minute to cancel the… the *date*.” The way Gwen said it, you’d think that was a four-letter word. Okay, it was, but you know what MJ meant.

“C’mon, no big deal. There were never any strings attached.”

“Thanks for understanding.” Gwen took another breath, then said, “Actually, I don’t suppose instead of canceling on you, I could just, uh… bring Peter along? We’d have to postpone it until he’s back from his web design job at the Bugle, though.”

“Sounds good to me. We’ll be a threesome, then.”

Radio silence.

“Not that kind of threesome.”

“Right, right. But, uh, MJ? Maybe don’t mention the whole, err, date thing to Peter. Or my dad. Especially not my dad.”

"Of course," said MJ. “Our secret.”

After that, the conversation lulled, and the girls said their goodbyes. Even after the call ended, though, Mary Jane lingered a while in her bathroom, staring at her reflection.

Well, no need for that ponytail anymore. That was almost a shame. It was such a great look.

Okay, this was gonna sound weird, but… Peter was happy. Not “adrenaline high from being Spider-Man” happy, but *happy* happy. He hadn’t thought he could *be* this happy less than twenty-four hours after getting buried alive, but here he was. It was like a pillar had been knocked out of his life, and now it was back into place. Now the world didn’t feel so heavy again. Yesterday, the words “Gwen Stacy” had sent pain signals through Peter’s brain, but now they flooded it with dopamine.

“I can’t believe it!” Peter was shaken from his thoughts by a certain loudmouth barging into the workroom. “We completely misjudged him! Here I’d thought he was some random superpowered loser, but look at this.” Jameson held up today’s front page headlines. “How big a loser can this guy be when he’s shaking hands with Captain America?”

Peter’s heart did a backflip into his stomach. He nearly tripped out of his computer chair as he ran to examine the headline. Was this for real? If this was real, Peter was dumping Gwen Stacy on the spot because obviously Steve Rogers had been his one true love all along. Had an endorsement from Captain America finally gotten Jameson to show Spider-Man the respect he-?

“I want all of New York singing his praises, and they’re gonna hear about him first from the Bugle’s exclusive headline!” Jameson flipped the paper around so everyone could read its enormous, bold title: *BOMBASTIC BAG-MAN BAGS SPIDER-CREEP*.

Peter’s heart promptly crawled back up to its proper place. Of. Course.

“But isn’t he a masked vigilante?” spoke up Robbie from across the newsroom. “I thought you hated those?”

Jameson snorted. “Please, this guy’s obviously affiliated with the Fantastic Four, an officially government-sanctioned superhero team.” He tapped the big honking “4” emblazoned across Bag-Man’s inconspicuously Spider-Man-shaped chest. “He’s probably Ben Grimm’s inbred nephew or something. That bag’s there to spare us all.”

Oh, for the love of-! Peter rolled his eyes as he returned to his chair. Maybe he ought to retire Spider-Man for good and stick to being Bag-Man from now on. At least if Chameleon tried to copy *that* costume, it'd be really funny (Speaking of which, that guy was at large now, so add that to Peter's to-do list).

Or, y'know, Peter could do the obvious thing and ask the Fantastic Four to publicly endorse him. Unfortunately, Johnny hadn't shown up at the usual spot on Lady Liberty's head this morning. The FF were probably still in the Negative Zone doing… uh… whatever H.E.R.B.I.E. had said they were doing. Peter hadn't been paying attention.

Without Eddie and the Connors, the ESU lab had gone from warm and welcoming to cold and sterile. There was one bright spot, though – namely, the headband-wearing blonde hovering by Peter's shoulder. They weren't really interning over the summer, but Dr. Warren had asked for their help cleaning up the place after the number Kraven did on it.

Peter and Gwen huddled together, giggling and whispering as they tried their best to operate a broom and dustpan in unison.

"Hey, check this out." Peter knelt down by a table, hovering his bare hand over the floor underneath it. "I can use my spider-sense to find the glass. Aaaaaaand..." He pressed his palm against random tiles until a telltale buzzing rang through his head, leaving Peter's palm mere centimeters from the ground. "*-there it is*."

Gwen made an effort to stifle her laughter as she swept up the shards. "That- That still doesn't make any sense. I don't care *how* genetically-altered they are – Spiders can't see the future."

"I guess you could say my spider-sense doesn't make any… spider-sense."

"*I will smack your face with this broom handle.*"

"I'd dodge it with my spider-s-"

"*Shh, shh!*"

The giggling and whispering came to an abrupt halt as Debra Whitman walked past them. As soon as she was out of earshot, the giggling and whispering resumed.

"Sheesh, Kraven sure left us some work to do." Peter shook his head as he emptied the dustpan into a nearby trash bag. "Don't get me wrong, I'm glad all those spiders got destroyed before anyone else could get bit, but I kinda wish Kraven had found a less… *colorful* way to do it." Kraven's little all-you-can-eat buffet had been caught on security camera for the whole world to see.

"You know what this means, though, don't you?" Gwen dropped her voice to an even softer whisper. "Kraven ate these spiders, and then he got superpowers. Sooner or later, Dr. Warren's gonna piece that together. He could find out your secret."

"Maybe," Peter said darkly, "but I'm more worried about him pumping out an army of spider-powered mercenaries for Oscorp. Dude was besties with Norman 'Green Goblin' Osborn, remember? And I'm still not convinced the Morbius-slash-Man-Wolf ordeal was an accident..."

"I don't know, Peter..." Gwen set her broom down for a second so she could slouch. "Last time you thought Dr. Warren was behind everything, it turned out to be that Smythe guy. Besides, Norman was always a bit of a creep – Warren's not like that."

Peter snorted. “He made the Connors move to Florida.”

“Only because you and Eddie kept stealing gene cleanser.”

“Yeah, but-”

“Is everything alright, you two?”

“*Gah!*” Peter and Gwen flinched in unison – Dr. Warren had spontaneously teleported behind them. Sheesh, guy could give Nightcrawler a run for his money.

“Yes, everything’s fine, sir,” Gwen said, fiddling with her glasses. “We’re almost done here.”

“Excellent.” Warren gave Gwen an approving nod. “Keep up the good work, little lady.” He wet his lips, then walked away.

As soon as he was gone, Peter gave Gwen a look. “Tell me that wasn’t at least a little creepy.”

“Maybe a little…”

“So let me make sure I'm understanding this correctly, Sergei.” Leo Zelinsky glanced down at his notepad. “You used to hunt exotic animals for sport, but then you got bored of that, so your magical voodoo girlfriend suggested that you hunt Spider-Man instead?”

“That is correct,” said Kraven from where he lay on the couch.

“You wanted to hunt and kill a human being,” repeated Leo. “For fun. Because you were bored.”

“Yes.”

Leo rubbed his forehead. This was going to be a *long* session…

“Okay, this is the coolest thing ever.” Mary Jane had taken one half of the booth while Peter and Gwen took the other. “It feels like we’re the main characters of life.”

MJ wasn’t sure the lovebirds were listening to her, though. They seemed busy caressing each other’s hands and gazing into each other’s eyes. At this rate, they’d get themselves thrown out of the Silver Spoon for giving all the customers diabetes.

“And now that you guys’ silly argument is done with, we can all be, like, secret superheroes buddies.” MJ took a sip of her coke. “We’re a power trio, like in all those books Gwen reads. Think about it.” She gestured to each of them in turn. “There’s the protagonist destiny boy, his redhead friend, and the brainy chick.”

“Why do you get to be Ron?” said Peter through a mouthful of burger. “I want to be Ron.” He gave Gwen’s hand another caress. “I mean, he *is* the one who gets with the brainy chick…”

“He does?” Mary Jane blinked. “I thought the brainy chick got with that Snape guy?”

Gwen nearly hacked up her latte. “*MJ,* that was just in the fanfic I showed you!”

“*What?*” Suddenly, Peter didn’t look so hungry for his burger. “What kind of screwed up fanfics have *you* been reading? I swear, those things can have the weirdest pairings…”

The three of them stood there a moment in silence, eating their food.

"Well, either way, I'm glad you guys worked things out," said MJ. "Makes it a lot less angsty around here."

"Yeah." Peter nodded. "And hey, maybe next time we hang, you can bring Hobie along and make it a double date?"

If the discomfort didn't bleed through to Mary Jane's face, it sure as heck did to Gwen's.

"It, uh, didn't work out between us, actually." MJ was proud of herself – She'd managed to keep her voice level. "I don't think I'll be seeing much of him anymore. Not my choice, but…"

"Oh, I-I'm sorry, I didn't-"

"It's cool. It was a learning experience for me, y'know?" MJ took another bite of fries. "I'm sure as heck never rushing into things like that ever again. In fact, I'm done with dating for good. The 'free agent' thing was the way to go, and I never shoulda strayed from-"

"Mary Jane?" said a voice. A voice that made MJ's hair stand on end. "Your aunt said I'd find you here…"

No way. *No way*. Mary Jane sprang from their outdoor table. It couldn't be- But it was. He was coming towards them down the sidewalk, wearing shorts and a t-shirt and- and with a new haircut. As if nothing had happened. As if he'd never been molten gold a day in his life.

"*Mark?*" Mary Jane's next attempt to keep her voice even was less successful than the last. "*But you- How-?*"

A grin crossed his perfect face as he neared them. "Sorry I didn't you tell you, babe. I didn't want to get your hopes up before I healed from the operat-"

It was hard for him to finish that with a pair of lips blocking his mouth. The two of them held that pose, arms around each other, for- for MJ didn't know how long. Long enough to earn some whoops and applause from their fellow Silver Spoon customers.

Eventually, MJ broke off so she could turn back to grin at Peter. "Good news, Tiger, that double date's on the table after all." But MJ couldn't make it long before returning her attention to her boyfriend.

If she'd been more attentive, Mary Jane might've noticed the concerned glances Gwen was trading with Peter.

"Whoo!" MJ cheered, pumping her fist in the air. "Happy ending for everyone!"

End of Lesson 5

Chapter End Notes

Next Issue: Black Cat crosses Spidey's path!

Recidivism

Lesson 6: Penology 101

"***All men make mistakes, but a good man yields when he knows his course is wrong and repairs the evil. The only crime is pride."***

— Sophocles

"Alright, alright, I'm here. Now what's this big surprise?" Peter descended the living room stairs to find Aunt May standing by the front door. She was practically hovering off the carpet, grinning from ear to ear. Wow. Peter hadn't seen her this happy in forever.

"I wanted to introduce you..." Aunt May took a dramatic pause. "...to my new boyfriend!"

Peter had been punched in the stomach by supervillains before, so he was well acquainted with the feeling that suddenly arose in his gut. "Your..." He swallowed. "...boyfriend?"

"That's right." Aunt May gazed off into the distance, starry-eyed. "He has such a wonderful personality." *Knock, knock, knock*. "Oh, there he is now." She reached for the doorknob.

The door swung open… and Peter recoiled in horror. Standing on the Parker family welcome mat was a tall, angry-looking man with a cigar in his mouth and a Hitler mustache on his lip.

Aunt May's new boyfriend struck a sexy pose. "Face it, Tiger… *I want pictures of Spider-Man!*"

"*Aaaaaaaaagh-!*"

The next thing he knew, Peter was under the bedsheets in his pitch black bedroom, panting like mad and covered from head to toe in icy sweat. He instinctively dug his nails into his arm to make sure this was real. *Oh, thank God, pain*. Peter rolled over under the sheets, slowing his breathing as best he could.

...In retrospect, those Carnage nightmares hadn't been so bad.

"An inherited trait is, as the name implies, a trait passed down from parent to offspring. Such traits are found almost universally in organic life. In fact, this concept serves as the entire cornerstone of evolutionary…"

Professor Warren paused as he strolled past an empty desk. His head flitted around the classroom, then to the clock on the wall. "Mr. Parker has been in the restroom almost half an hour now."

"He has a stomach thing!" Gwen said immediately, fiddling with the strings on her salmon-colored jacket.

"Well, could someone please go check on him?"

"Sure thing, teach-" Instantly, Mary Jane rose from her desk.

"Hold up." But Warren blocked her path to the door. "I do believe you're lacking the proper *qualifications* to enter that restroom, Miss Watson."

“Uh…” For a moment, MJ locked eyes with an equally worried-looking Gwen. “Did you just assume my gender?”

Gwen promptly facepalmed.

So did Warren. “State law mandates that I have to allow you to go now.”

“Cool!” MJ hurried off, then returned after a moment to report, “Pete’ll be another minute.”

“I see…” Warren’s eyes narrowed as he watched her slink back to her desk. “Now please return to your desk, *Mister* Watson.”

The remark earned a giggle-fit from the class.

“What? You think I went in the *men’s* room?” Mary Jane brought a palm to her chest. “Don’t tell me you assumed *Peter’s* gender, too?”

Warren groaned.

The setting sun illuminated the figure of three teens, blonde, brunette, and redhead, sitting on the bleachers above the football field and huddled over a smartphone. Now, that wasn’t such an unusual sight in this day and age, but what *was* an unusual sight in this day and age was the video they were watching of Spider-Man battling a dinosaur.

“*A friggin’ DINOSAUR?*” Mary Jane looked dangerously close to floating off into the sky like a balloon.

“Well, technically it was a guy who mutated himself with dino DNA,” said Peter. “He broke out from that ‘Zoo’ part of the Vault under Ryker’s. And get this, his name was *Stegron*. Not his supervillain name, but, y’know, his actual surname.”

“That can’t be a coincidence,” said Gwen. “That guy totally picked a stegosaurus on purpose.”

Peter’s gaze returned to the phone screen, which displayed low-resolution footage of Spider-Man duking it out with a dinosaur-man in the middle of Central Park. Yeah, third period biology had gone a bit differently for Peter today.

“You fought a dinosaur,” said Mary Jane. “*You fought a dinosaur.*”

“It’s not like he popped out of nowhere, though.” Peter paused the video with a tap of his thumb. “Stegron worked for Tricorp, and Foswell thinks those guys are Oscorp’s competition in the supervillain-making business. Pretty sure they’ve only ever made the really lame ones like the Spot, though.”

“So Tricorp’s the knockoff brand?” Gwen said with a smirk.

“Heh, yeah.” Peter took a breath. “I’m just worried they stole Dr. Connors’ research or something. I mean, Stegron *did* seem like the dino equivalent of the Lizard…”

MJ blinked. “Lizard?”

“Oh, sorry, we never told you about that one.”

“This guy turned himself into a giant lizard by accident,” said Gwen. “It could, err, ruin his life if it got out, so, y’know, don’t tell anybody…”

MJ gave her a look. “C’mon, you know I can keep a secret.”

At this, Gwen flushed. “Y-Yep. Guess you can.”

“Geez, though…” But then MJ grew somber. “How many of you guys’ friends have become supervillains, exactly?”

“Too many.” Peter looked from one girl to the other. “Promise me you two’ll never turn into bad guys, okay?”

A goofy grin spread across Gwen’s face. “Aww, but I had such a good evil plan lined up.”

“Ha! Spider-Man saves the day again!”

Gwen leaned into his ear to purr, “My hero…”

After that, the couple was a bit too preoccupied with kissing and cuddling to continue the conversation, and Mary Jane was too preoccupied watching them out the corner of her eye with a growing smile.

But then another sight entered her peripheral vision – a big guy with messy dark hair coming towards the bleachers.

“Oop, my ride’s here. *One sec, Mark!*” Mary Jane rose from her seat, then huddled towards the other two. In an excited whisper, she asked, “Hey, guys… *can I tell him?*”

“*What?*” The kissing and cuddling came to a premature end. “*No*, you can’t tell him!”

“Come on, Tiger! I hate keeping stuff from Mark. And Liz already knows, too. She’s having to hide it from her own brother-”

“I’m sorry,” said Peter, “but I really can’t trust a guy who got himself mixed up with Oscorp supervillainy and- and the Green Goblin.”

MJ’s face went tight. “Mark made a *mistake*.”

“We’re not trying to accuse him of anything, Mary Jane,” spoke up Gwen from Peter’s side, “but the more people know Peter’s secret, the bigger the chances it’ll get blown. We’re already *beyond* lucky Kraven decided not to spill the beans…”

“But-”

“MJ.” Peter’s brow had creased. “You *promised me* that you knew being Spider-Man wasn’t a game.”

If MJ had any wind left in her sails, that remark knocked it out. “You’re right. I did. Sorry, Tiger…” And with that, she trudged away down the bleachers, leaving the lovebirds to resume the kissing and cuddling.

Their voices carried on the breeze:

“*I love you.*”

“*I love you more.*”

Mary Jane only made it halfway to the edge of the green before Mark closed the gap. Instantly, his arms were around her.

“Hey, babe,” he said, showing off his wonderfully non-golden teeth. “Miss me?”

“Oh, I couldn’t *bear* to be away from you,” MJ said with a flourish of her arm.

The two of them held the pose a second, which gave MJ’s eyes enough time to travel across the football field.

A couple yards away, the Midtown Mustangs were practicing… but one Mustang didn’t seem to be practicing quite as hard. Hobie shot MJ a sour look before hiding himself behind his teammates.

“Mark?” MJ turned back to her boyfriend.

“Yeah?”

Her lips hit his cheek. “I love you.”

For a moment, surprise overtook Mark’s face. But only for a moment. “You, too, babe.”

“No, *I* love *you* more-”

The debate was still raging on by the time Peter and Gwen stepped through the Parker household’s front door. It was stopped, though, the moment the two entered the kitchen.

“Dad?” Gwen ran to his chair to hug him from behind. “What’re you doing here?”

Once again, Gwen’s dad was seated at the kitchen table across from Aunt May, a pot of coffee between them.

“What?” Gwen’s dad smiled at her. “I’m not allowed to spend time here? *You* certainly seem fond of doing it…”

“I hope my dad hasn’t been too much trouble, Mrs. Parker.” Gwen gave his pale blonde hair a ruffle. “He’s hard to get rid of.”

“Oh, I haven’t minded his presence *too* terribly much…” May laughed, sitting up in her chair. “Is there anything I can get you, Gwen?”

“No thank you.”

“Such a lovely girl…” May smiled at her. “You’re all Peter thinks about, you know.”

“*Really?*” Gwen turned towards the aforementioned boy, grinning. “I’d *never* have guessed.”

And with that, Peter and Gwen cut the chit-chat and made their way up the stairs. They had precious few hours before Peter had to run off to the Bugle.

Aaaaand here he was at the Bugle. Man, back when Spider-Man had fought a new supervillain twice a week, time had moved like molasses, but now that hardly any villains had shown their faces for two months (dinosaur-men notwithstanding), time zoomed by at breakneck speed. Here Peter was, tapping away at his keyboard while stealing wistful glances at the speedily setting sun out his desk’s window.

Hard to believe he was finally a senior. One more easy year, and Peter would be in college.

Think, a year from now, Spider-Man would be swinging around the ESU campus (or, err, leaping from rooftop to rooftop, at least). Peter had never dared plan that far ahead when he first started his superhero career.

Better yet, Peter and Gwen had both turned seventeen back in August, which meant there was only one more year before Spider-Man could join the Avengers. *The freakin' Avengers.* Earth's Mightiest Heroes, now including the Web-Head! Of course, if he'd really wanted to join a superhero team, Spidey could've applied for the X-Men ages ago, but then he'd have to live in Westchester and attend some no-name college, and he couldn't stomach the thought of Aunt May living all alone – or worse, alone with a new boyfriend (*Gag!*). Also, Peter was pretty sure becoming Wolverine's teammate would exponentially increase his chances of getting impaled and/or decapitated. So yeah, all things considered, Peter preferred to stay as a strictly *honorary* X-Man.

Besides, if Peter got on his good side, maybe Tony Stark (A.K.A. Iron Man, as if you didn't already know that) would even foot his college bill. It'd be chump change to the dude.

Man, though… Peter Parker, a *senior.*It felt like just yesterday, Peter had been a poor naive junior hitting on Sally Avril, and now look at him –He had a girlfriend who he wasn't letting down a regular basis, a job he didn't suck at… Heck, all those rat bites had totally healedby now. After the Kraven ordeal, Peter had thought he'd be having more jam sessions of Carnage nightmares mixed with flashbacks of being buried alive, but it tuned out he'd actually been sleeping well lately (with the occasional Jameson nightmare, that is). In fact, Peter had been feeling so good that he'd quit his therapy with Leo.

Though he might have to resume it if Aunt May ever found herself a boyfriend. Sheesh, Peter couldn't even begin to imagine who she might pick. Probably someone gross like Dr. Warren…

Sadly, the Human Torch continued being a no-show at their meeting spot on Lady Liberty's head. The Fantastic Four had been adventuring in the Negative Zone for months now. It should've been a tense time for humanity, but it turned out the looming threat of Annihilus the Living Death that Walks was a bit too abstract to really catch on with the general public.

Anyways, work had been fine. Dr. Warren had been marginally less creepy during Peter and Gwen's internship at the labs, and life at the Daily Bugle was…

"SENSATIONALIST? HOW DARE YOU? THERE'S NOTHING SENSATIONALIST *ABOUT* ME!"

...normal.

"You call this objective?" Mr. Robertson stormed into the room, hot on the trail of a certain cigar-chomping loudmouth. He slapped down a fresh, hot newspaper onto a desk – nearly spilling poor Betty Brant's coffee – and read out the headline: "Magic clay tablet holds the secret to immortality."

Jameson replied with an earsplitting snort. "Look, magic is big right now. The public can't get enough of that viking hammer guy, the hammer guy's greasy brother, Doctor Weird-"

"Strange," Mr. Robertson said flatly.

"I don't care *how* unusual he is – He sells papers!" Jameson threw out his hands, wafting cigar smoke near enough to send Peter into a coughing fit.

Peter fanned himself and tried not to think about the fact that he was working for the print

equivalent of BuzzFeed. But somehow, even that didn't bother him the way it used to.

He was hesitant to say it, but Peter had to admit… life was pretty good right now. Sure, he'd had some rough patches for a while, but things were finally sorting themselves out. No more supervillains. No more hardships. No more loose ends.

Black Cat carefully loosened the end of the crystal necklace from around the mannequin's neck, then slipped it into the pouch on her hip and quietly climbed out the skylight. She nearly alerted the guard by yawning too loudly.

Ugh, everything was so easy here. The buildings were smaller, the air was cleaner, there were no gun-toting gangs roving the streets… Even Canada's superheroes were lamer knockoffs of the American ones. Like, the U.S. had a big green monster guy, whereas Canada had a big orange monster guy. *Very* different.

And the heroes weren't all stationed out of Toronto like the American ones were with Manhattan, which meant Black Cat virtually never encountered them. She certainly never encountered any ruggedly handsome swashbuckling ones in skintight costumes.

No. Black Cat shook herself from her thoughts. She'd moved past that. New city, new life.

Without further ado, Black Cat pounced onto the window of a different building and crawled back into her penthouse. She almost wished someone had spotted her so there'd be *some* challenge.

"*Felicia.*"

Black Cat recoiled, hair on end. Camped out by the open window was an angry, bald, wrinkled man in a bathrobe.

"Oh, D- Daddy, I thought you were asleep." Felicia casually locked the window behind her and tugged off her white wig, revealing a head of short black hair. Tragically, she'd been forced to ruin her hairdo once they'd assumed their new Canadian identities. Her dad, meanwhile, had opted to rip off the band-aid and shave his head.

"What were you *thinking?*" he snapped. "You know we don't need the money anymore! I had more than enough stashed away."

"Oh, Daddy, must you always assume the worst of me?" As she spoke, Felicia subtly turned herself to keep the hip pouch out of sight. "I was only stretching my legs. It's so boring here."

Her dad didn't seem altogether convinced, but he let it drop.

"And look, I even brought you a present." Felicia whipped something out of said hip pouch with a metallic *clack*.

Her father froze. Slowly, reluctantly, his gaze traveled down to the small handgun hovering before him, its barrel pointed safely away. "Felicia." His face hardened. "You know how I feel about-"

"And *you* know how *I* feel about you staying here without any protection." Felicia practically wrenched it into his hands.

Her father stared at the pistol like it was a parasitic growth. "I shouldn't even *be* here."

Felecia's bubbliness vanished faster than actual bubbles. "*Dad*, for the millionth time, you made one mistake, and Spider-Man wanted you to spend the rest of your life rotting away for it!"

But her father failed to return her anger. Instead, he made for his bedroom, the pistol hanging limply at his side.

When it came to hissing, Felicia could outmatch any real cat. “I liked you better before you got old.”

Walter’s only reply was to slam the door behind him.

“Repeat offenders.” Captain Stacy was the kind of teacher who patrolled his auditorium as he spoke, dutifully swatting the heads of any students who dared be on their phones. “A distressingly high percentage of the criminal population. For many, simply being caught is far from enough to deter them from crime completely. To these people, crime is more than a means to an end. It’s addictive. Consuming. It becomes their lifestyle.”

Captain Stacy paced right past Peter, sending goosebumps down his arms. Sheesh, even when the dude was teaching, he still held himself like he was walking his beat.

“And it is for this reason that *rehabilitation* is equally important as *incapacitation*. You could fight crime every day until you die of old age, but you’ll have changed nothing unless you change the criminals themselves.” Was it Peter’s imagination, or was Captain Stacy giving him a meaningful stare?

But before Peter could dwell on this, the bell rang. “Class dismissed.” The auditorium emptied itself abnormally quickly. Midtown High had been eerily empty for Peter’s first week of senior year. More and more students were transferring out, either because Magneto’s Cyttorak Gem revealed them to be mutants or because their families had the crazy idea to move to a school district that didn’t suffer daily supervillain attacks.

Of the students that remained, there were Flash and Sha Shan, who were still going steady, Glory and Kong, who Peter was pretty sure were split up at the moment (though really, you’d need a flowchart to keep track), Rand, who for some mysterious reason had chosen to remain broken up with Sally in favor of some other girl, and then there was MJ, who now spent her days nipping at Mark’s heels. From what Peter understood, Mark himself had finished high school via private classes at the Vault – He’d been a senior last year.

“Peter. Gwen.” The two of them froze mere inches from the auditorium door. “A word, please.”

They promptly made like deer in headlights.

“*Do you think your dad heard about the PDA?*” whispered Peter.

“*I told you we weren’t being sneaky enough,*” Gwen whispered back.

“*Hey now, need I remind you which of us was being too noisy, Gwendy?*”

“*...Don’t ever call me that again.*”

“*Sorry.*”

The two of them practically tripped over each other on their way to the podium.

“D-Did you need something, sir?” Peter swallowed in spite of himself.

“I wanted to talk to you about your career,” said Gwen’s dad, folding his hands behind his back.

“My photography?”

Her dad chuckled. “Your other one.”

“Oh.” It took Peter longer to connect the dots than it really should’ve. “Uh, what about it? I’ve mostly been taking a break like you said.”

“Well...” Gwen’s dad glanced away. “...maybe I was wrong about that. It’s clear by now that you plan on being Spider-Man for the rest of your life. This time next year, you’ll no doubt have joined the Avengers.” Slowly, his eyes locked with Peter’s. “Now, I might not have any fancy powers, but think I can relate better than most people. I understand the compulsion to protect and to serve. How it can take over your life. Keep you from being with the people you care about.” His gaze shifted to Gwen.

“Dad...”

“But I learned long ago,” Gwen’s dad continued, “to accept this. I’d never have been able to live with myself working some desk job, even if it meant spending more time with my family. It’s not in my nature.”

“Dad, you *know* I don’t hold that against you.”

Her dad smiled at her. It wasn’t an expression Peter saw on him too incredibly often. It was a bit weary, but sincere. Warm. It brought to mind the way a different old man had once smiled at his nephew.

“I know you don’t, Gwen. And I love you for that.” His gaze returned to Peter. “Be good to her, Peter. You don’t find a girl like this every day.”

“I love you, too, Dad. Is-” Gwen frowned. “Is everything okay?”

“I’m fine, Gwen. It’s just that-” Her father sighed, then reached into his jacket to retrieve what appeared to be a scrap of paper. “Do either of you know what this is?”

“Huh-? Yeah!” Peter recognized it almost instantly. It was a newspaper clipping, and Peter had overheard enough shouting matches to know the headline by heart: *Magic clay tablet holds the secret to immortality.* “They’re showing that thing off at the Museum of Natural History, aren’t they?”

Captain Stacy gave a slow nod. “That little clay tablet is immeasurably valuable. Scientists have been studying its text for generations. Back in the Forties, the Sub-Mariner claimed it contained a biochemical forumla that ancient Atlantians used to restore their youth.” He looked like he could barely articulate the thought without smirking.

“Oh, well, if some buff guy in a speedo says so...” Peter returned the expression.

“It doesn’t matter if it’s true or not.” Gwen’s dad laughed, shaking his head. “What matters is that certain people *believe* it’s true, and those people are willing to pay top dollar to get their hands on it. The tablet hasn’t been on exhibit in New York for over thirty years. Its owners have been reluctant to display it after it was nearly stolen...” He took a breath. “...by an infamous thief known as ‘the Cat Burglar.’”

It felt like Peter’s spider-sense was going off in his stomach instead of his head. “Walter Hardy.”

Gwen instinctively gave Peter’s hand a squeeze. “What, you think he’ll try to steal it again? I mean, nobody’s that stupid, right? He must be halfway across the globe by now.”

“Like I said, crime is addictive.” Her dad bowed his head, solemn. “The clay tablet fiasco was the greatest failure of Walter’s career. Even if he himself doesn’t feel the need to even the score...”

Peter’s eyes narrowed. “...his daughter might.”

Alarms blared as a shadowed figure sailed down the halls of the Museum of Natural History, a small clay tablet in tow.

“Someone stop that thief!” A gaggle of security guards tailed behind, but the shadowed figure easily outmatched their speed thanks to its lithe, slender frame.

“Sorry, boys,” the figure said in a sultry voice, “but it’ll take more than that to stop THE VULTURE! BWA HA HA HA HA HA HA HA HA!” The figure sailed past on open window. In the moonlight, shadows that had once seemed curvaceous were revealed to in fact be the ridges of his red, feather-rimmed flying apparatus. “With the power of this tablet at my disposal, I’ll be a young man again. *Then* we’ll see if I can’t accomplish anything. We’ll see how many successes I can put to my name!”

Thwip. But the old buzzard’s flight was impeded by an anchor of webbing on his legs. “Fair warning, dude, I hear that stuff freezes all the muscles in your face.”

“*You again?*” Vulture swooped into our lovable hero, slicing open the webbing and knocking him through the glass into the African exhibit – which had just been repaired from the time Kraven knocked our lovable hero into it.

“Ah, well, guess you’re not Black Cat.” As he ran his mouth, Spidey hopped to his feet and grabbed some nearby display models to lob at Vultch. The *Gypaetus barbatus* and *Gyps fulvus* models managed to smack Vulture right in his big, fat, bald head. “Not unless she *really* let herself go since I last saw her.”

“The rest of the Sinister Six was right. I *should’ve* gone out of my way to kill you!” If it wasn’t for his trusty spider-sense, Spidey would’ve totally forgotten that Vultchy had added laser blasters to his getup. Spider-Man managed to backflip out of the way in time, though sadly the *Evarcha culicivora* model got obliterated.

“Look, Vultch, I know you miss your hair, but you can make the bird motif work without it.” Hmm, there were no giant Christmas trees around, so it looked like the Web-Head would have to think up a new way to beat the Vulture. “All you’ve gotta do is change your codename to the Bald Ea-”

“*Shut it, you insufferable brat!*” The Vulture took one more dramatic swoop at our hero… and ended up face-planting into the massive web Spidey had woven inside the pit next to the *Galeosoma pallidum* model. The Vulture screamed and flailed with all his elderly might, but another layer of webbing kept him stuck tight.

“Ooh, bummer.” Spidey perched himself on the wall to inspect his handiwork from above. “But don’t feel bad, man. Sure, the Sinister Six rejected you from their latest team, but I hear the Legion of Losers has an opening.”

“Thanks for the help, Spider-Man.” Looked like the generic security guard guys had arrived to haul Vulture’s feathery keister off to jail. Now all Spidey had to do was return that clay tablet to the-

Spider-Man froze. Sprinting up the wall on the opposite side of the museum was a *second*

shadowy figure. And this time, something told Spidey those curves *weren't* a trick of the light.

"*Cat.*" The acoustics in this place gave Spider-Man's voice more reverb than he'd expected.

Black Cat hesitated only a moment to look down on him. Lo and behold, there was the clay tablet resting in her slimy little paws. Vulture must've dropped it during the chaos.

Finally. Spider-Man's heart was racing as fast as it ever had. He dove out of the African exhibit to give chase. And he wasn't the only one.

"Freeze, Hardy!" A trio of police officers dashed through the museum's doors and onto the scene, each of them aiming their guns at the feline figure above.

"Get down here and set the tablet on the ground." The leader of the trio was, naturally, Captain Stacy, with Sergeants Carter and DeWolff flanking him.

Black Cat tried to scurry up to the skylight, climbing with those clawed gloves of hers, but a warning shot from Sergeant Carter made her reconsider.

"What do you even need that thing for?" Spider-Man called out to her. "Getting wrinkles already?" Black Cat's only reply was a scowl.

With a sudden leap, she made it through the open skylight, the police's gunfire missing by mere millimeters. Her pursuers were forced to run for the museum's staircase – excepting those with spider-powers.

Black Cat hadn't even made it to the far end of the roof when our spectacular hero popped out of the skylight to land across from her.

"I'm surprised at you, Cat." Spider-Man crouched into a fighting stance. "I honestly didn't think you'd be stupid enough to show your face in Manhattan again."

"Out of my way." Black Cat's claws extended from her gloves with an audible *shing*.

"What, no flirtatious banter?" Spidey tried to inject his usual bounciness, but it came out as coldness. "I appreciate that, actually. No point pretending I'm the least bit interested in you after *what you did*."

"Gosh, I feel *so* guilty about that." As she spoke, Black Cat slipped the clay tablet into a pouch on her hip. Aside from the added fashion accessory, she looked much the same as Spidey remembered her. The moon wasn't out tonight, but that didn't stop the City That Never Sleeps from illuminating her. She had on the same white wig, the same skintight black jumpsuit with white fuzz trim… But somehow, Black Cat's snarling face transformed her getup from seductive to menacing. It almost reminded Spidey of the mutated Kraven.

"Y'know, for a while there I actually thought you had feelings for me." Spider-Man let out a bitter laugh. "But you were using me from the start, weren't you? I'm not an idiot, Cat – I read the papers. I know the mayor's tiger necklace thingy went missing right after you quote-unquote 'helped' me catch Chameleon."

"Oh, grow up." Black Cat was talking tough, but she was keeping a safe distance from Spider-Man. They both knew which of them would win in a fistfight. "Yes, I steal shiny rocks from rich people. Don't you have any supervillains to be fighting?"

"Well, if that's all you'd done, then, yeah, I'd probably be pestering Tombstone or something right now." Spidey took a breath, forcing his fists to stop quivering. "But then you had the nerve to

come back and break your dad out of jail *again* when I wasn't there to stop you. I'd wondered where you'd learned that 'emotional manipulation' trick from. He was *great* at pretending to feel remorse. I bet you two had a real good laugh once my back was turned."

"Ugh, I can't believe I ever liked you!" snapped Cat. "You're a little bundle of self-righteousness, y'know that? My dad made one mistake and now you think you know everything there is to know about him. Do you have idea how hard it was to keep him from turning himself back in? You- You messed with his head!"

"You're a thief who broke a murderer out of jail! How could you *possibly* think you're the good guy here, *you walking femme fatale stereotype?*" Spider-Man had abandoned his fighting stance in favor of digging his wrist into his forehead. "I never should've been so softon you. You're not less of a crook than guys like Vulture just because he's a creepy old dude and you're, like, the opposite." He took a tentative step forward, and, to his surprise, Black Cat cowered.

Then again, it made sense. She was boxed in. Her only hope was either to jump down the skylight or leap off the roof, and either way, Cat was no match for Spider-Man's superhuman speed. They weren't fighting in a room full of security lasers this time, and Spidey wasn't holding back whenever she made goo goo eyes at him anymore. He had this.

"S-Spider-Man! Don't move!"

That voice… Spider-Man spun to find himself staring down the barrel of a gun.

But oddly enough, that wasn't what startled him. No, what startled him was that his spider-sense *hadn't* gone off. And, seeing as there were no alien symbiotes in sight, that could only mean, despite all appearances, Spidey wasn't in any actual danger. Whoever was holding that gun had no intention of firing it.

And Spider-Man didn't have to look to know who was holding it. That voice had been burned into his skull for the past year. The Cat Burglar. Walter Hardy. And if he was aiming his gun without setting off Peter's spider-sense, that could only mean Walter was bluffing to protect his daughter.

At least, that's the conclusion a calm, rational person would come to.

"You think you can come back here after- after *everything you did* and point *that thing* at me?" Spider-Man's fists were quivering again, and this time, he didn't have the faintest ability to stop them. It was all he could do to keep from screaming at the top of his lungs like a toddler throwing a tantrum.

Walter may have shaved his head, but Peter could never mistake that face. Walter was even wearing an all-black outfit again, complete with a beanie on his noggin. The same outfit he'd worn in his "Cat Burglar" days. The same outfit he'd worn… last summer. The only change was the modern-looking grappling hook in his hand, no doubt borrowed from his daughter. Walter may have been old, but he'd certainly managed to find his way onto this rooftop with no problems.

"Dad? How did you get here?" Judging from her face, Black Cat was as surprised as Spidey.

"I followed you," Walter said breathlessly. "Why did you come back here, Felicia? How could you do something so stupid?"

"The same reason you came here thirty years ago." Black Cat sheepishly retrieved the tablet from her pouch, holding it up for her dad to see. "Because if this thing's legit, you can be young again.

You won't have to carry a gun anymore. And if it's not, we could at least sell it for a jillion dollars." She gave a feeble laugh, but the other two failed to join in.

"You need help, Felicia." Walter held his pistol with trembling hands. "I only stole when I needed to, not for fun. You're a kleptomaniac."

Black Cat gave an indignant huff. "I didn't do this for fun – I did it for *you.*"

"Spider-Man, please." But Walter ignored her, turning back to the quivering hero. "Felicia's not as strong as she seems. I- I can't stand the thought of her in prison. Please, let her go. I'll turn myself in again. Just let her go."

Spider-Man stared at him. Was he *for real?* Spider-Man didn't have to do a thing this dirtbag said. He and his daughter *both* deserved to be in jail. Heck, it was probably her dad's enabling of her that'd turned Felicia into such a piece of work in the first place.

Then again, if his spider-sense wasn't going off… maybe Walter really did feel remorse? Maybe he *would* surrender himself without a fight?

Well, it didn't matter. If it did come to a fight, Spider-Man could defeat, like, at least six supervillains at once. He could take a pair of normies. Sure, maybe Peter was shaking badly enough and breathing heavily enough to throw him off his game, but so what? This would be a cakewalk. He could do this. In a minute, these two feline-themed weirdos would be webbed up and on their way to prison where they belonged. Uncle Ben's murderer would face justice once again. All would be right with the world.

Spider-Man's fists clenched. "You think I've never had a gun pointed at my head before? I'll have the barrel webbed shut before you've even pulled the trigger. Give me one good reason I shouldn't haul the both of you to the police right this second."

"Oh, I had a feeling you'd say that. That's why I brought myself a little insurance..." As she spoke, Black Vat reached for the pouch on her hip. "...Peter Parker."

What? Cat could've been going for a weapon, and yet Spider-Man remain paralyzed. He dropped his guard, though, once he realized what was really in Cat's hand – a photograph. Spider-Man couldn't quite make it out from across the moonlit rooftop, but three guesses as to what it was. Oh, this day kept getting better and better…

"The weird kid who takes my pics for the Bugle? *That's* your best guess?" Peter tried his best to sound innocent. He really did. "They debunked that months ago. Don't you read Snopes? Parker was just-"

"-wearing a Halloween costume, I know." Black Cat gave a wry smile. "Sorry, kid, didn't fool me for a second. I went as myself for Halloween, too."

"Oh, for the love of-"

"And this pic here? Not from Halloween." Cat tossed the picture to Spider-Man, who caught it in midair.

Now that he could see it close up, Spider-Man took a good, long look. *Crud*.

What Spidey had here was, naturally, a photo of a half-dressed Spider-Man plopped over on his bed, his mask tossed to the floor. When-? *The Fourth of July*. The Prowler thing. That night had left Peter so tuckered out, he'd… he'd let his guard down.

“There’s plenty more where that came from on my hard drive, Parker.” As she spoke, Black Cat moved towards her dad.

Spider-Man found himself crumpling the photo into a ball. Beneath his mask, his cheeks were growing hot. How could he have been so *reckless?* He’d always thought climbing into his bedroom window at night might be risky – especially after MJ’s revelation to him – but Peter had figured it was fine so long as his spider-sense didn’t go off. He’d never counted on the supervillain being armed with a *camera*.

“You really showed your hand with the way you treated my dad,” said Black Cat. “Between your hate-boner for him and Venom calling you out on the news, it didn’t exactly take Reed Richards to figure out you’re the Parker kid.”

Spider-Man said nothing.

“Look, I get why you have it out for my dad.” Black Cat gave a shrug. “But blood’s thicker than water. Sorry.”

“Oh, well, at least you’re sorry.”

Cat gave her white hair a toss. “Honestly, I’m disappointed. You went from rugged mystery man to dorky teenager in one fell swoop. But now that I’ve got your web-shooters in my purse… here’s the deal, jailbait.” From her face, you’d think Felicia had just had a canary for lunch. “If my dad or I get arrested, I’ll give the police this SD card full of incriminating photos of you, and then I’ll direct them to my hideout where the rest are stashed. Of course, you could cut the knot by simply killing me, but we both know how you feel about murderers.” She retrieved the aforementioned card from her pouch and waved it around. “So if you want to keep your secret identity, your best bet is to let my dad and me escape.” She pursed her lips. “It won’t be very heroic of you, but I’d *hate* to think what would happen to your aunt if *Tombstone* caught wind of these photos.”

Cat paused for a reply. She received none.

What was Spider-Man going to do? What *could* he do? He wished he could’ve stood here debating it for another half hour, but something told him he didn’t have all the time in the-

“*Freeze!*”

The trio of police officers burst through a door onto the rooftop. Even without his spider-sense going off, Spidey found himself flinching. He’d totally forgot these guys in the chaos.

Capatin Stacy fixed his pistol directly between Walter’s eyes. “Put your weapon on the ground and your hands in the air, Hardy. No one has to get-”

Peter’s ears exploded. He was so disoriented and- and everything moved so fast that, even looking back on it, he wasn’t entirely sure what’d happened. Peter’s best guess was that Sergeant Carter had fired his gun – presumably a warning shot, seeing as no one got hit – and then Walter had gotten spooked and fired back.

Now, Spider-Man had been in the middle of his fair share of firefights before. Guns no longer frightened him the way they had on his first night out. In fact, Spidey had kind of developed a technique for dealing with them. Basically, if his spider-sense went off, then Spider-Man got the heck out of the way and disarmed his assailant from a safe distance with his web-shooters. But if his spider-sense *didn’t* go off, then Spidey could take a more direct approach.

Crack. Everything had gone white, and when the world faded back in, Spider-Man was looming

over the crumpled form of Walter Hardy. The man was nursing a broken nose and an even more broken gun barrel. For a second, Peter let himself feel relief.

There was a problem with his technique, though. See, Peter's spider-sense only went off if *he* was in danger.

The shriek of DeWolff turned Peter's head. Where the trio of officers had once been, now only two remained standing.

Peter's breathing stopped. He wanted to sprint across the rooftop, wanted to make sure he was okay, but… Peter couldn't move. This wasn't happening. Not today.

Not to *him*.

Plausible Deniability

Peter had never heard Uncle Ben's last words. He'd been too busy waiting at the library, bitching and moaning about his ride being late. Uncle Ben was dead now. Murdered by a petty criminal – the pettiest Peter had ever had the misfortune of meeting – and if Peter had stopped being a cesspit of angst for two seconds, that petty criminal would be behind bars right now and Uncle Ben would still be alive. Uncle Ben was dead, and Peter could've easily stopped it, and no matter how responsible Peter acted from then on out, no matter how many other people were rescued by Spider-Man, nothing would ever, *ever* change that fact.

But Peter had at least thought, by being Spider-Man, he could prevent that evil from ever happening again.

For a dazed second, Peter thought the Carnage symbiote had crawled its way onto the museum rooftop. Whatever kind of bullet had been in Hardy's barrel, it'd flown straight through the body armor.

From Peter's perspective, the other two officers were moving through molasses. The bullet had traveled far more quickly than any human being could possibly react. At least, any *normal* human being.

"*Captain Stacy!*" Peter was at his side in a heartbeat. The wound was sealed with webbing before he'd even realized what he was doing. It was okay, it was okay. Peter had saved Flash and- and countless other people before. He could do this.

"P… Peter." Captain Stacy met his eyes. That was good. He still had some strength left. Dude was tough. And his voice was soft enough to not carry across the rooftop, thankfully.

"I've got you, sir. I've got you." Peter startled himself with his own voice. It hadn't sounded this shaky since… since last summer. "We're gonna get you to a hospital."

"*Peter...*" With a start, Peter realized that Captain Stacy was squeezing his hand. He'd even managed to sit up a little. See, everything was gonna be okay. Sealing the wound like that had really helped. "*Be good to her, son.*"

"Yes, sir." Peter put a hand beneath Captain Stacy's waist. He'd studied first aid in his free time. He knew how to carry injured people. Spider-Man must've rushed hundreds to the ER by now. Easy peasy. "Now save your strength, Capt- *Captain Stacy?*"

"*She loves you… so… m...*" Captain Stacy had kept his gaze fixed on Peter's mask, but something about the man's eyes was changing.

"*No*. No, no, no, no- You're gonna be okay, sir. Sir, I- I..." The words trailed off. Captain Stacy wasn't squeezing his hand anymore. After a moment, Peter slowly, gently returned him to the ground.

Back on the far side of the rooftop, Black Cat stood, hand over her mouth. "Dad? Wh-What do we-?"

"I surrender." Without another word, Walter Hardy dropped to his knees and set his weapon on the ground. There was a *clack* as the pistol hit the pavement, followed by a second *clack* as the ammunition clattered to its side.

"Walter Hardy." Nonetheless, Sergeant DeWolff kept her own weapon trained at his forehead.

She took a tentative step forward. “You have the right to-”

Crack. Something fast and red collided with Walter’s gut.

“*Why?*” *Crack*. Peter’s other fist found its way into Walter’s chest. “*Why do you DO this to people? WHY?*” *Crack.* And a third time. “*Look me in the eyes and answer me, dammit!*” *Crack*.

DeWolff started to run towards them, but Carter held out an arm to stop her.

Crack. “*Answer me! Is it for an old piece of clay? For a stupid CAR?*”

If you’d asked him in that moment, Peter would’ve sworn he was still wearing the Venom symbiote. He could hear its voice loud and clear in his ears. By now, Walter Hardy was nothing but a misshapen, sniveling old man hobbled over on the pavement. Frankly, he was lucky Peter was restraining himself as much as he was, or else Walter would be nothing but a smear of blood and goo right now.

Peter raised his fist one final time. “*Answer me-!*” But before it could collide with its target, his spider-sense went , and he found himself dodging a claw-swipe.

“*Don’t you touch him.*” Now there was a snarling, hissing Black Cat standing between the criminal and justice.

“What is *wrong* with you?” Spider-Man would’ve been screaming at the top of his lungs if his throat wasn’t so hoarse. “You’re *still* defending him?”

“He made a mistake!” Cat snapped. “He was trying to protect me. This is *my* responsibility, not his.” She bowed her head a bit, though her guard didn’t drop for a second. “I owe my dad. I owe him more than you’ll ever know. I’ll do whatever it takes to protect him.” She took a breath, then raised her chin back up, meeting Spider-Man’s scowl. “I knew you weren’t as high and mighty as you pretended. I knew you’d be out for my dad’s blood someday.” Her eyes. Peter had never seen them so- so feral. “Well, if you want to beat my dad to death, you’d better make sure you do it to *me*, too, because I’ve got a *whole* lot to tell these officers, *kid*.”

He couldn’t breathe. Peter couldn’t breathe. The whole world felt surreal. Like everything that’d happened since the spider-bite had all been one big, wacky dream, and he was fixing to wake up any second now. His secret identity had always felt so untouchable. Even when Venom had been accusing him, Peter at least had some wiggle room for an alibi. But now…

Behind his mask, Peter’s eyes traveled from the still form of Captain Stacy to the pair of officers gaping at him.

“So what’s it gonna be, Parker?” Despite her father’s groans, Black Cat retrieved the grappling hook from his belt. “Are you going to compromise your precious morals for once in your life, or are you going to put your loved ones in danger?” She aimed it at a faroff building. “We both know there’s really no choice.”

Peter bowed his head. “You’re right, Cat,” he said, hoarse. “There’s no choice.”

By midnight, a veritable galaxy of police cars had surrounded the Museum of Natural History. Officers swarmed the building from every angle, drowned in an ocean of howling sirens. And then, amid the chaos, the officers let out startled cries as a pair of humanoid figures tumbled down from the museum’s roof. Instead of completing their course to the ground, however, the figures ended up strung upside down from a lamppost. Upon closer inspection, they turned out to be a pair of unfortunate people, a man and a woman, wrapped tight in web-cocoons.

A couple officers yelled out and shined their flashlights on the museum's wall. A red and blue figure was hanging off it, gazing down at the crowd below.

"Officers," said Spider-Man, "I caught some criminals. A murderer and his accomplice. Justice is served." Gently, Spider-Man dangled down a web-pouch housing a perfectly intact clay tablet.

And then, with a *thwip*, he swung off, doing his best to tune out Black Cat's shrieks of, "*Spider-Man is Peter Parker! Spider-Man is Peter Parker! I have proof! I have pictures! I have it on video! He's Peter Parker!*"

Sergeant DeWolff had had a long day. The kind of day even the strongest cup of coffee couldn't fix. On top of- of *everything else* that'd just happened, now she and a half dozen other officers were diligently freeing a pair of criminals from a cocoon of gray goop via some firefighter's bolt cutters. This had become a distressingly common occurrence in Manhattan.

But usually, when this kind of thing happened… they had Captain Stacy there to direct them. DeWolff buried her eyes. That name alone was enough to give her a migraine.

Some officers were busy cuffing Hardy's nut of a daughter as she flailed and shrieked. "*Spider-Man is Peter Parker! Venom was right! I have proof! It's in my bag!*"

At this last part, DeWolff snapped to attention. She stepped towards the girl. "Show me."

At this, the girl perked up. "It's- It's in the bag. You were on the roof with us, right? You heard everything."

DeWolff stuck a hand into the girl's hip-pouch. There was, indeed, a small computer card in there. DeWolff held it up for the gathered NYPD to see. She met the eyes of every last officer and firefighter present. They gave an almost simultaneous nod.

And then DeWolff let the SD card fall to the ground. There was a *crunch* as it smashed beneath her boot.

Honestly, DeWolff wished Spider-Man had stuck around to see the look on Black Cat's face. "*What? The- The card-!*"

"What card?" asked DeWolff. "Now *get in there, cop-killer*."

And with that, Felicia Hardy was shoved into the back of the van. Her cries of "Spider-Man is Peter Parker!" were replaced with cries of, "*You pigs! When my lawyer hears about-!*" She was silenced by the slam of the doors.

DeWolff found herself giving a bitter smile. Stacy would've gotten a kick out of that. It was only too bad that Spider-Man hadn't heard any of it. Poor kid probably thought the police would be knocking on his doorstep any minute. Maybe she ought to stop by the Parker household, just to make sure they were safe…

Heh, look at her. Yesterday, DeWolff had been an avid *Bugle* reader, and now here she was defending the vigilante himself. The truth was, DeWolff had always assumed Spider-Man was a fellow officer or maybe a discharged soldier. Someone old enough to know better. But now she'd finally learned the truth – Spider-Man was a kid. A kid who was only trying to help.

"Ha! Priceless!" But DeWolff wasn't the only one amused at the situation. Sergeant Carter was howling with laughter – a bit louder than was completely professional, to be frank.

DeWolff's face hardened. "You won't be laughing much longer, Stan. I have to report you."

That wiped away his smirk. "For what?"

"You know damn well 'for what.'" She had to stop herself from grabbing him by the collar. "Warning shots are against policy."

"The suspect was armed!"

"*You provoked him.* We both know a man like Walter Hardy wouldn't kill unless he absolutely had to." DeWolff forced herself to take a steadying breath. "I'm sorry, Stan, but I have to do right by George. Even if it means your badge."

"I..." Carter failed to meet her eyes. "I understand, Jean."

The police van hadn't left yet, and so Walter had nothing to do but sniffle and sputter alone in its closed-off back area. Felicia was, apparently, being held in a separate van. The NYPD must have worried that between the two cat burglars, they could find a way to escape.

But Walter had no interest in escaping. Felicia could have fled on her own, but instead she'd chosen to stay and gotten herself captured protecting her father. Her loyalty was astounding. Walter was only alive right now because Felicia had stopped Spider-Man's assault.

He wished she hadn't.

"God… please…" Walter fell to his knees, doing his best to hold his hands together despite the cuffs. "Forgive me, Lord."

For a moment, there was no answer.

And then a cold, raspy voice said, "He can't help you anymore, Walter."

Walter stumbled backwards, crying out for the officers, but nobody came. The back of the van was filling with thick, neon green fog at a dizzying rate. Within seconds, Walter felt like he was floating in a featureless void. Alone.

Until a shadowy figure emerged.

"W-Who are you-?"

"Your sins are overpowering, Walter." The figure was drawing closer… and closer… "I've hungered for so long. I can smell them. I can *taste* them..."

Walter screamed one final time, and then all was quiet.

A moment later, the police burst into the back of the vehicle, guns aimed and ready, but all they discovered was an empty van and a cold body.

Head pounding. Vision blurry. Arms ready to fall off. Peter hadn't even been hit once tonight, and he was hurting more than he'd ever hurt in his last battle with the Sinister Six.

Peter climbed through the window and collapsed to the floor, tossing his mask wherever it fell. On sheer impulse, he checked to make sure no one had spied on him. Not that it even mattered anymore. Black Cat had already done the deed. Tomorrow morning, Spider-Man's real face

would be plastered across every news outlet *again*. Peter shuddered to picture Jameson's reaction when he learned the truth. How could Peter have let this happen?

No, no, it wasn't his fault. Black Cat was no doubt a pro voyeur. She must've blackmailed hundreds of people before. Peter was tempted to call her a few choice words in his head, but he knew better than that. Black Cat wasn't evil the way most of his rogues gallery was. She was just… blindly loyal to her dad. A kleptomaniac. Probably several other serious issues Peter should've picked up on sooner. Really, he should've picked up on them the instant he noticed she was stealing a space alien while wearing a fetish suit.

The sudden tune of *The Itsy-Bitsy Spider* made Peter jump. Despite his aching muscles, he frantically fished his phone out his utility belt.

Were the Avengers and X-Men finally returning his calls? Peter checked the screen… and his heart sank. No, no, it wasn't the Avengers or X-Men. They could've all been abducted by an omnipotent alien and forced to fight to the death for its amusement for all Peter knew. By the time he could get a hold of the other heroes, Peter's secret identity would've already reached the press… and Tombstone's pasty ears.

No, what was currently on the screen was one of several dozen texts Gwen had sent within the past hour. Some of them were novels, but this one merely read, *Are you ok? Dads not answering either. Whats going on? News said there were gunshots. Pls text me back. I love you.*

Peter stared at it for longer than he'd meant to. What should he say? What *could* he say? Peter couldn't even bring himself to *think* about tonight. Gwen's life was in danger again, but this time he'd *put* it in danger, all because he couldn't stand the thought of Walter Hardy walking free a second longer. All because Peter had assumed the other superheroes would be at his beck and call. But they weren't here to bail him out. Not this time.

At least Aunt May was asleep. Peter envied her, but he couldn't allow himself any rest. Not now. He'd put May's life in danger, too, and she didn't even have the faintest clue that Peter was Spider-Man. How could Peter have been so unfair to her for over a year?

Peter wiped his eyes, forcing a deep breath. It was time to man up. Time to come clean. If Tombstone's hitmen were about to show up on their doorstep, Aunt May deserved to know. Maybe the police could take her into protective custody or something. Peter owed her that much.

With great power came great responsibility.

...Look at him, repeating that to himself like a cultist chanting scripture. Peter had been nothing *but* responsible every goddamn day of his life since last summer, and it'd payed off *so* beautifully, hadn't it? Clearly, that was some kind of divinely inspired truth and not just a pleasant saying a random old man thought up to make his dull domestic life feel more special.

Peter's eyes traveled towards the framed photo of Uncle Ben on his bedstand… but on their way there, they got distracted and instead darted towards something underneath it – a vial of yellow-green liquid, glued to the wall with the doesn't-dissolve-after-an-hour type of webbing. The gene cleanser. Most of Peter's supply had been exhausted in his last battle with Kraven, but Peter had made sure to keep exactly one spare in reserve. Y'know. For emergencies.

Peter's once-foggy brain was now operating at full capacity. Wait a tick. If Peter could *prove* to the police that he didn't have any powers, then they'd have no *reason* to release that info to the press, would they? Peter would throw out all his web-shooters and spider-tracers, and then he'd tell the police that he'd just slept in his old Halloween costume while his pajamas were in the wash.

Yes, yes, it was all coming together. Peter would clear his name and turn his life back to normal in one fell swoop. The plan hadn't even been in his head for a minute, and already Peter was peeling the vial out of its webbing. There were plenty of other superheroes in Manhattan, right? They could pick up Spider-Man's slack.

This- This was the responsible thing to do, wasn't it? Peter thought back to the last time he'd been in this situation, almost exactly a year ago. What had Peter even been so angsty about back then? Missing curfew? Wow. Everything had been so simple back then.

And- And Gwen wouldn't mind this at all. In fact, deep down, she'd probably be delighted. Like she'd said… she fell in love with Peter when she thought he was normal.

Peter uncorked the vial and brought it to his lips. His hand trembled in spite of himself. Maybe… Maybe if he had just quit introspecting and drunk the darn thing back then, none of this would've happened in the first place.

Peter's eyes finally finished their journey to Ben's picture frame. Then they squeezed shut. "Sorry, Ben… but for Peter Parker to live, Spider-Man has to die."

He downed the cleanser in one swig.

"*Hrrkohgod-!*" His first impulse, of course, was to puke it back out. The stuff had been lying around his bedroom for who knew how long. It tasted *rancid*. But if it meant protecting his loved ones, Peter could deal with rancid.

What he couldn't deal with was the sudden, searing, ungodly pain in the sides of his chest.

"*Hrrrrrrrrrngh.*" He bit his tongue to keep from shrieking. He tasted blood. And the next thing Peter knew, he was sprawled out on the carpet, clawing at his sides like a wild animal. He'd dealt with pain before, but nothing like this. It felt like he was getting a massage from Wolverine… *from the inside.*

Poison. Poison. Peter managed to gather his thoughts long enough to form that word. *God*, how could he keep being such an *idiot?* Had he just drunk a chemical formula that'd been sitting around in room temperature, well outside laboratory conditions, for *months?* Stupid, stupid, *stupid.*

Peter's teeth clamped even harder on his tongue. The pain had grown so bad, he couldn't even think anymore. The last thing Peter remembered was the sound of his phone going off again as the world around him grew a blinding white…

The itsy-bitsy spider climbed up the water spout.

Down came the rain and…

...

...

… "*-eter?*"

… "*Peter?* Peter?"

Thump, thump, thump, thump.

Someone was knocking on his door. That voice… That was… Aunt May…

May. Tombstone's hitmen. How long had Peter been out?

He sprung upright. Sunlight was peeking in through his window. *No*. He'd wasted the whole night! Peter had to act fast. Had to-

"Peter, dear," came Aunt May's uncharacteristically somber voice from behind the door, "we need to talk. There's a police officer here, but- but it's okay. You're not in trouble. And Gwen's here, too. Have you gotten her texts, Peter? Peter?"

Peter couldn't respond. His mouth was too dry. And, more importantly, he was too busy staring at himself in his bedroom mirror. This was a dream. Someone please tell him everything since last night had all been one big, crazy fever dream. This wasn't real. It- It wasn't.

Peter brought a hand to his mouth. Then, purely on muscle memory, he brought a second hand to his mouth.

And then a third hand. And then a fourth, and a fifth, and a sixth.

Next Issue: **The Six-Arms Saga!**

Armed Assault

May had wanted a child for as long as she could remember. She and Ben had continued their attempts long after the doctors told them to give up hope. They'd spent money they hadn't had on dim promises and unproven treatments. In the end, it hadn't happened. May Parker was not a mother.

But then Peter came into their life, and May cooked his meals and did his laundry and hugged him tight every time he came home crying from elementary school. So May was a lot like a mother.

But sometimes, when she woke up at night in a cold sweat, the imagined roars of police sirens still ringing in her ears, May couldn't resist asking herself… what if she wasn't *supposed* to be a mother? What if, no matter how hard she tried, May's attempts would always end in failure because… because she wasn't *intended* for it?

A mother wouldn't lose her nerve in front of her child. A mother would've been the one consoling her sobbing son about Ben, not the other way around. And now… now May was struggling to even look at Gwen. The instant those terrible words had left the officer's mouth this morning… the instant an inconsolable Gwen had been guided to her doorstep, May had worried her heart would give out again.

Listen to her. Here May was, struggling to compose herself when she was the adult who'd gone through this before. Gone through it more times than… than anyone should have to. How must Peter feel? He'd been in desperate need of a man like George, only to have him snatched away. What message did that send? What did that say about this world where people these days thought it was okay to put on strange costumes and run around causing anarchy?

These thoughts were but a fraction of the ones swirling through May's head right now, but she couldn't let herself dwell on any of them. Any but one – Right now, she needed to be with her… nephew.

"Peter, dear-" She gave his bedroom door a feeble knock. "-we need to talk. There's a police officer here, but- but it's okay. You're not in trouble. And Gwen's here, too, in the guest room. Have you gotten her texts, Peter? Peter?"

For a moment, there was no answer. Had May said the wrong thing? She'd tried her best not to startle the boy. But then a hoarse voice called out, "It's unlocked."

May cautiously entered the room, followed by Sergeant DeWolff. The moment they were inside, May gave a start. Peter's bedroom was a mess, and the poor boy was wrapped so tightly in his bed covers that it looked like his head was poking out from a massive cocoon.

"Peter? You look sick!" May started towards his bedside.

"No, no, I'm okay!" Peter said hurriedly. "I just… got Gwen's texts. I know what… what happened." His head to DeWolff for a moment, though he didn't seem eager to linger on her. "So, uh, I was reading the news on my phone. What exactly did Black Cat, um…?"

"Seems she's one of those conspiracy theorists who think Venom was telling the truth about you," said DeWolff. "But all her 'proof' was complete bunk."

"*Really?*" Peter's voice broke. "I mean, uh, yeah, of course it was. Obviously. I've got a cospl- err, Halloween costume, and Cat must've-"

(Of course, what May couldn't notice from her perspective was DeWolff giving Peter a reassuring wink.)

"There are all sorts of those weirdos online," DeWolff continued. "You know there are forums where people have spent months trying to 'prove' Venom right?" She locked eyes with him. "Peter, maybe it's time for this career of yours… taking pictures of Spider-Man… to come to an end. If you keep associating yourself with him, one of these days, someone's going to dox you and some maniac will show up at your doorstep. It's too dangerous."

"Yeah, I know that." Peter bowed his head so that all that was visible of him was his messy brown hair. "Don't worry, I'm the Bugle's web designer now, too. I don't have to take pictures anymore."

"That's good to hear. Don't hesitate to call the police if there's trouble, kid." And with that, DeWolff exited the bedroom, leaving May alone with her nephew.

"Peter?" May said gently. "Do… Do you want to talk about what's happened? Gwen is downstairs. I can ask if she wants to see you."

"That's alright, Aunt May." Despite everything, Peter gave a smile. "I just need some sleep right now. There's a lot to process."

"I understand, dear. Don't worry about school for now. Take all the time you need to rest." Reluctantly, May went for the door. "I love you."

"Love you, too."

The smile vanished almost the moment the door shut. Finally. His arms were killing him! Peter flung the blankets off and bolted for the doorknob. He locked it with one hand, scratched himself with another hand, hugged himself with two hands, adjusting his pants with another hand, and retrieved his web-shooters from their hiding spot in the laundry basket with his final hand.

It was official – Peter's life was written by Kafka. Thank god, Aunt May hadn't tried to hug him. Peter couldn't have kept his arms still for much longer. This was, without a shadow of a doubt, the most surreal sensation he'd ever experienced. Peter wiggled all thirty of his fingers at once. He wasn't sure if it made him want to faint or throw up. Probably both.

There were a million thoughts going through Peter's head. The news was saying Walter Hardy had been found dead in the police van. There hadn't been a coroner report yet, but most likely he'd found a way to take his own life. Looked like Walter *had* felt guilty after all. Death was never a happy subject, but Peter couldn't deny he felt relieved that Walter would never be able to hurt anyone ever again.

And Black Cat had been taken to a women's psychiatric care facility. All Peter could say to that was, *Good*.

Peter forced himself to take a steadying breath. He'd done the right thing. Except for, y'know, the part where he had six arms now. It hadn't escaped Peter that everything would've worked itself out if he just hadn't drunk that stupid gene cleanser.

And to top it all off, the sides of Peter's costume were ripped to shreds by the extra arms. Peter absently retrieved his mask from its hiding spot – and found himself picking it up with two more hands than necessary. Looked like Peter would be showing off his manly arms for the time being. At least it hadn't gotten freezing cold out yet.

Once his mask was over his face, Spider-Man opened up his bedroom window. He hesitated. Where was he gonna go? What was he gonna do? Well, the easiest solution to this mess would be to grab himself some proper gene cleanser that hadn't been sitting around his bedroom for months at room temperature. And there was only one place to get that…

In the early hours of the morning, the ESU laboratory contained only two people.

"So, little lady..." Dr. Warren's breath felt hot on Debra Whitman's neck. "I hear you're in need of a recommendation letter."

"T-That's right, sir." Debra's body had gone taut.

"Mmm." Warren wet his lips. "Well, I'd be happy to consider writing it for you… but what would I get in ret-?"

He was cut off by Debra's screams. Warren instinctively grabbed her wrist, but then he realized the source of her fear was actually something behind him. Warren spun to look up at the skylight. Descending through it was what could only be described as a slightly more anatomically correct Spider-Man.

Warren turned back to Debra, his grip on her wrist tightening. "Get out. Don't tell anyone about this."

"Yes, sir!" The moment her arm was freed, Debra scurried out the room.

With her gone, Warren turned towards Spider-Man, folding his own two arms behind his back. "Spider-Man, I presume? May I help you?"

"Yeah, I was looking for a good acne remedy- *I have six arms! YES, you can help me!*" Spider-Man descended to the floor on a strand of webbing, shaking three or four fists as he went (Normally, Spidey's innate sense of superheroic altruism would've caused him more concern for Debra, but he was a little distracted at the moment. All the extra blood in his arms must've been taken from his brain).

"Hmm. Fascinating." Miles walked up close so he could observe the arms wriggling. "What did you do to yourself?"

Spider-Man hesitated, then said, "I drank a bad batch of gene cleanser."

Warren raised an eyebrow. "Trying to remove your powers?"

"I screwed up, okay? Don't stress the details." Spidey hopped over to the table behind Warren, frantically searching for any vials of yellow liquid. "I need some good cleanser to fix this. And if it removes my powers, then that's the price I have to pay for being stupid." Why did he have to go and shoot himself in the foot like this? Spider-Man was *this close* to being an Avenger.

"My boy," said Dr. Warren, "if you drank a dose of gene cleanser that made your mutation *worse*, then I'm afraid a second dosage won't help you."

Spider-Man froze. "What do you mean?"

"Dr. Connors's formula was far from perfect, Spider-Man. In fact, it was so slipshod, I'd almost believe it was concocted in a single night."

Now Peter's cheeks were as red as his mask. The giant lizard trying to kill everyone might've

hurried the process along…

"I was in the middle of analyzing and experimenting with the formula when the cleansers were stolen. I'd wondered who our thief could be." Warren smiled to himself. "I'm afraid you picked the short straw, Spider-Man. What you drank wasn't a gene cleanser, but a gene *aggressor.* A mutagen."

Spidey's heart skipped a beat. "You- You mean…?"

"I'm afraid so." Warren bowed his head, then said, "Given enough time, you will become like Morbius and Jameson before you. You will become a… Man-Spider, I suppose."

"*No.* But why can't I just drink some more gene cleanser and-?"

"Well, first off, you already stole all of mine, and second off, your preexisting superpowers have likely aggravated the mutation. You'll need a far stronger formula to overcome its effects." Warren scratched his chin. "I believe I can help you, Spider-Man… if you'll allow me to analyze you."

Okay, Spider-Man knew a thing or two about secret evil villain lairs. This hidden laboratory located beneath an abandoned police station? It *screamed* "secret evil villain lair."

"Uh, why the secret lab…?" Spidey asked as he and Warren exited the elevator.

"There are those who might wish to use ESU's more…" Dr. Warren hesitated. "...*hazardous* inventions for their own purposes. This lab is simply a precaution to keep ESU's assets safe. We're working entirely within the law, I assure you. We own this police station. We're paying our taxes."

"Uh huh." When it came to upholding the law, tax collection wasn't exactly Spider-Man's forte, so, err, guess he had to trust Warren on that point. Not really much choice, what with his four surplus arms still wriggling around.

Every so often, a sharp pain would rock Spidey's chest. He kept expecting himself to turn into Man-Spider any second now. Ugh, he almost wished Dr. Warren had let that be a surprise just to spare him the dread.

"The blood sample you've given me is more than adequate." Warren patted the crimson-filled syringe inside his coat pocket. "But I'm afraid, to see how far along this mutagen has progressed, I'll also require a scan of your neurological structure." He gestured to a machine resting nearby. It was a giant metal tube with a small hospital mattress inside it. It was basically an MRI machine, but with that trademark ESU sleekness.

"Hey, dude?" Spidey sighed, then said, "We're gonna have to use the superhero honor code here. If you get all this medical info from me, you've gotta promise not to use it to find out my secret identity."

A small smirk crossed Warren's lips. "That would be exceedingly ungrateful of me, Spider-Man, seeing as you saved my life from Morbius and the Man-Wolf. If you'd gone to the press, my career would've been over."

"Good point." Spidey had no choice but to trust Warren. It'd be even easier for people to piece together the Web-Head's secret ID if he and his pet photographer became octopeds at the exact same time (Peter had the mental image of himself waltzing into the Daily Bugle in a six-armed tailored suit, sitting down at his computer, then turning to a slack-jawed Jameson and saying, "What? Is there something on my face?")

Without further ado, Spider-Man laid himself down on the mattress. “You, uh, don’t need me to take off my mask, do you?”

Warren shook his head. “Something so thin won’t get in the way. Now sit still, please.”

“Cool.” Spidey made an effort not to squirm as the mattress slid back into the metal tube with a gentle *whirr*. He made it two seconds before he had to run his mouth again. “So, uh, don’t I get to watch a movie or something?”

Warren chuckled. “It won’t take that long.”

Well, that was good to hear. Spidey wasn’t sure he could keep all his arms still for much longer, and besides, he was a little impatient to get this over with. Turning into a giant Man-Spider was *not* on his bucket list.

Spider-Man focused on relaxing his muscles. He shut his eyes…

...and the process was over before he knew it. The tube slid back out, and Spidey was finally allowed to flex all his brand-new muscles.

“So how’d it go?” The anxiety in his voice was more transparent than Spidey would’ve liked.

“It’s...” Dr. Warren typed something into a keyboard on the side of the machine. Whatever the monitor displayed, it made him look unnervingly grave. “...more complicated than I’d expected. The truth is, Spider-Man, gene mutation was Dr. Connors’s specialty, not mine. If he was here, Connors could whip up a cure in a manner of minutes, but it could take *me* all day. You’ll have become the Man-Spider by then.”

“*No*.” Hoo boy, Spidey could already feel his insides turning all spidery. Well, that or he was getting an ulcer. “There’s gotta be a way! But it’s not like Connors could just-” Lightbulb. “-teleport here. I’ll be right back, doc.”

“Spider-Man?” By the time Dr. Warren glanced up from the monitor, the Web-Head had already crawled back up the skylight.

Wolverine was famous for his claws, but what most people didn’t realize was that he actually had a bigger, more important power. The claws had gotten Logan far in life – or at least, he assumed they did. He didn’t have the greatest memory – but he’d have gotten nowhere without his healing factor. See, Logan’s X-Gene granted him the ability to immediately heal any injury that could possibly be dished out to him. He could recover from *everything*.

Bang, bang, bang, bang, bang.

Except headaches.

“Hey! Hey, someone get the door!” After several minutes of unbroken knocking, Logan finally stood from the kitchen table. A whole mansion full of kids with weird powers, and not one of them could work a doorknob? Logan tossed down his newspaper, extinguished his cigar on his palm, and shambled towards the entrance hall.

“Whatta ya want?” Swear to God, if Logan opened this door to find another annoying, stupid-looking teenager-

“Hey, there. You must be Wolverine outta costume. The smell gives it away.”

Logan had never seen the face underneath that Spider-Man mask, and yet he was certain it was the most punchable one on the planet.

His eyes fell on Spider-Man's arms, which could only be described as… numerous. "I don't even wanna know, kid." He ushered Spidey inside without further question.

Sheesh, Spider-Man thought having six-arms would make it hard to keep a secret identity. He couldn't imagine how he'd keep it secret if he was a short, hairy midget with messy dark hair in the exact shape of those black pointy things on Wolverine's mask. It was a wonder the dude bothered with a costume at all.

"So, err, you guys don't happen to have a mutant with, like, arm-removal powers, do you?" Spidey asked as they walked.

"Sure we do." *Snikt.* "Hold still."

"Uh, thanks but no thanks." Spider-Man couldn't help but linger on the trio of metal knives poking out between Wolverine's bare knuckles. Turned out they weren't merely a part of his gloves after all. "I'll just, err, see if there's a serum I can drink or-"

"No, no, it's not a problem at all, kid. In fact, I insist."

'Ha *ha*." The two of them continued down the hall. "Actually, I was looking for Nightcrawler. There's a scientist who can help me, but he's all the way in Florida right now, and I don't have much time..."

"Kurt's off on some X-Men mission right now," said Wolverine. "That or he's at the mall. Can never tell with him… But you'd have better luck talkin' to Hank."

"Hank?" Spider-Man blinked. "Who's Hank?"

"This is a most fascinating predicament you've found yourself in, Spider-Man."

As it turned out, "Hank" was the real name of the Beast. There was no point trying to keep a secret identity when you're covered in blue hair, Spidey supposed, so "Beast" and "Hank" were used interchangeably. To be honest, though, there were way too many X-Men for Spidey to bother keeping track of all their names. Calling the guy "Beast" was more… intuitive.

"It's quite the parallel to my own experience trying to remove the deformities caused by my X-Gene..." When he wasn't adventuring with the X-Men, Beast apparently wore a plain suit-and-tie – Well, plain except for being tailored to his enlarged forearms. Poor guy… Spider-Man had been embarrassed enough swinging around in broad daylight with six arms. He couldn't imagine what it must be like to live life covered in blue fur. The time spent on grooming alone...

Spidey had to admit, it felt nice to be in a building where nobody stared at you no matter how many arms you had. Heck, Spider-Man had passed one mutant kid with *twelve*. Still, in Spidey's case, the extra arms had come from a science accident. They weren't something he was born with, and they sure as heck weren't something he was proud of.

"Unfortunately, Spider-Man, considering that all I ever accomplished was making my mutation more severe, I'm afraid I won't be of much help to you." Beast gave Spidey a sad smile.

The two of them were in an empty classroom, filled with sunlight from the open windows. Peter had been gone a while now, but hopefully Aunt May and Gwen still thought he was asleep.

“It’s okay, man,” said the Web-Head. “All I need is a way to meet with Dr. Connors, quick. He can get me straightened out.” Preferably before the Man-Spider could make his triumphant debut.

“Ah, yes, Dr. Connors.” At this, Beast’s face fell. “His work was instrumental to my own, and so I’ve kept careful tabs on the man, but I’m afraid that, if he’s the only one who can help you, there may be a… further complication.” He reached into the pocket of his dress pants and retrieved a phone (specially modified to fit his enlarged fingers). “You see, lately, Dr. Connors was reported missing by his family.”

Beast pulled up a news video depicting what appeared to be shaky cellphone footage of the Everglades at nightfall. As the camera panned towards the tall grass, a reporter announced, “Are the people of southern Florida safe? Over the past week, multiple park rangers have all reported the same thing...”

Something sped through the grass. Something big.

“Monster sightings.”

Peter’s heart was thumping in his chest. Seriously? *Seriously?* The snowball *still* wasn’t done rolling?

“I was one of the few colleagues Connors trusted enough to confide in about the Lizard ordeal.” Beast bowed his head. “He thought it could help me with my own mutation issues. I’ve wanted to go search for Connors, of course, but the X-Men have other responsibilities. There are so many young mutants that need to be saved from the Brotherhood…”

“But- But there’s no more gene cleanser left!” Spider-Man stammered. Three of his arms were starting to twitch with panic. “And now you’re telling me it might not even be permanent? You think Connors’s cleanser wore off after a while?”

This couldn’t be happening. Peter had thought that for him to live, Spider-Man had to die, but now it looked like both Peter *and* Spider-Man were going to die so that the *Man-Spider* could live. And the poor Connors family! Were Martha and Billy safe? They must’ve been caught completely off guard.

“Spider-Man, please, take a deep breath.” Beast placed his hands on Spidey’s shoulders (Spidey, err, still only had two of those. The other arms kinda popped out of his torso). “The X-Men want to help you, but we can’t right now. Time is of the essence. You can use the X-Jet’s autopilot to get to Florida is a matter of hours, and you can take any of my chemistry supplies you may need.” He met Peter’s eyes behind the mask. “You saved Connors once, Spider-Man. I know you can do it again.”

“Yeah, but- but this time Connors can’t even give me any help!” said Spider-Man. “If he really has turned back into the Lizard, I’ll have no way to communicate with him.” And that wasn’t even mentioning that the “Man-Spider” clock was ticking. “He’ll be a mindless animal.”

Just then, Spidey jolted. Something warm and fuzzy was rubbing against his leg. For a second, Spider-Man thought Beast was getting a little *too* comforting towards him, but then he realized it was only a tabby cat.

Wait. Was it Spidey’s imagination, or did that cat look vaguely familiar?

“Gee,” said a voice from the classroom doorway, “if only you had some way to talk to animals.”

Disarmament

Chapter Notes

See the end of the chapter for notes

Two hands stroked Gwen's hair while two more rubbed her shoulders and the remaining two wrapped around her torso.

"*Oh*, Gwendy," said Peter, "you don't know how relieved I am that you still love me even though I have to live the rest of my life with six arms."

Gwen giggled, lying back on the living room's couch. "Of course I still love you, silly! And I'm sure my dad will understand, too, once we've explained everything to him."

"Oh." Was it Peter's imagination, or had the temperature in here taken a sudden drop? "But Gwen… your dad is… is…"

"Ahhh, that's *right*." Something about Gwen's face was changing. "He's dead." Something was creeping over it. "And whose fault is that, Peter?" Something red. "*Whose fault is it?*" Something with gooey white eyes and rows of fangs and-

"Uh, Pete?"

"Gah!" Peter's eyes shot open right in time to watch Sophia recoil. He'd nearly given her six sucker-punches.

"You nodded off, there." Sophia returned to her seat, giving him a look. She had shorter hair, a headband, and a couple new piercings, but overall she looked the same as ever. Something about her seemed… lighter, though. Less weight on her shoulders. Reportedly, staying at the X-Mansion had been the best thing to ever happen to her. "To be honest, I was kinda scared you were fixing to 'Man-Spider out' on me."

"No, no, we've got plenty of time." Every last one of Peter's arms drooped. "Sorry, I'm just running on fumes, here."

For a moment, Peter simply sat, watching the clouds rush past the X-Jet's windows. The plane had been set to autopilot, as Peter and Sophia were the only ones aboard. Yeah, the X-Men didn't have many qualms about the whole "child endangerment" thing.

Peter flexed a couple dozen fingers. As awful as this body horror was, it at least kept Peter's mind off of- off of recent events. Truth was, even if he hadn't had six arms, Peter wouldn't have been anxious to hurry home. "Well, thanks again for coming along, Sophia."

"No prob. And remember, it's 'Chat' when I'm in costume." Sophia held up a limp domino mask, not unlike the limp Spider-Man mask in one of Peter's many hands. She wasn't an official X-Woman, per se, but for the sake of this mission, Sophia had been given a standard-issue costume, basically a blue and gold version of Jean Grey's.

The actual X-Men had been too busy fighting the remnants of Magneto's Brotherhood to be of assistance, but they'd at least let Spidey borrow the X-Jet for a round trip to the Florida Everglades. They'd owed him a favor after the Juggernaut ordeal. And, equally importantly, Jean had agreed to go and wipe the memories of any officers or femme fatale felines who might be inclined to misuse their knowledge of Spider-Man's secret identity (and Kraven, too, for good measure). Spidey hoped word hadn't spread too far yet. The NYPD had respected Spidey too

much to go to the press, but there was always good old fashioned word of mouth to worry about.

But with any luck, that horrible, horrible chapter of Spider-Man's life was over, and he could focus on the more pressing matter at hand:

"*Urk!*" His hands.

Four of Spidey's arms had suffered a sudden spasm.

"You okay?" Chat sprang from her seat, almost as if she was expecting a giant spider-monster to appear.

"Let's just..." Spidey hugged himself, but that only made him wince. "...hurry up and find Connors." His hugs were tighter than he remembered them being. Exactly three times tighter, in fact.

"So..." Chat put on her goofiest smile, but her eyes betrayed her. "...you sure you want to get rid of those? Think of all the multitasking you could do."

Peter wore a similar expression. "Yeah, but my career as a swimsuit model will be ruined."

There was no easy way to do this. If the Connors had still been at the ESU laboratory, Spidey could've simply descended in through the skylight, but thanks to Dr. Warren, the Connors now worked in some dinky backwoods lab in the middle of nowhere. Tallahassee wasn't exactly known for its skyscrapers, so Spider-Man had been forced to hop across the rooftops with Chat in his arms (not that web-slinging was fun with an extra four limbs, anyways). Anywhere outside Manhattan felt like an alien planet to Spidey.

This new laboratory had windows so small, Ant-Man would struggle to squeeze through them. Spider-Man and Chat had been left with no choice – They had to bite the bullet and knock on the back door.

"Hello?" The door was answered by an older, wearier version of Martha Connors.

"Mrs. Connors," Spider-Man said hurriedly, "we need your help-"

"*Eeeeeee-!*" Honestly, Spidey had been bracing for the freak out.

"Quiet!" He made a "shush" gesture with three of his hands. It was lucky they were in Florida or else there might be actual people around to hear them. Of course, the X-Jet could turn invisible, so they didn't have to worry about anyone spotting it (though they did have to worry about Wonder Woman's lawyers).

"Mrs. Connors, I'm the real Spider-Man. I saved your husband from becoming the Lizard before. I've been mutated and I need to find him before I transform into a giant spider monster!"

Martha Connors stared at him a minute. "Come inside."

Guess after her husband turned into a reptile, she'd learned to roll with these things.

The next thing they knew, Spider-Man and Martha were seated at a desk at the back of the lab. This room was so cramped, it ought to have been the workplace of a high school chemistry class, not the country's top biogeneticist.

Billy was lurking at the lab's other end. The kid had grown a bit in the months since Peter last saw him. Currently, when he wasn't gawking at Spider-Man's spare arms, Billy was being entertained by Chat translating for the residents of the Connors's fish tank.

"Obviously, we've been paranoid about the cleanser not being permanent," Martha was saying, "but we monitored Curt's DNA every day. We were sure he was fine… up until he vanished and monster sightings appeared all over the news." She ran a hand through her hair, which had considerably less red and more gray than the last time Peter had seen it. "Every day, it drags off more innocent people, and all Billy and I can do is watch it happen on the TV. We can't even give the authorities any leads. If they found out who the Lizard really is..."

Spider-Man placed a hand over hers – though in retrospect, the fact that it wasn't one of his original two might have unsettled her a bit. "We'll find him, Mrs. Connors. I promise."

"Thank you." Martha wiped her eyes, then rose from her seat to retrieve a set of yellow vials from off a shelf. "I'm afraid Warren was right about the regular gene cleanser not working on you, but it should still be effective on Curt. We've been mass producing it ever since he transformed. Better safe than sorry, right?"

"Yeah, I don't blame you," said Spider-Man. "I'd chug a bottle a day if I was Curt. Of gene cleanser, I mean. But also hard liquor."

Peter had *not* designed his costume with swamp-traversal in mind. The spandex was so thin, he may as well be naked. In fact, Peter had gotten so soaked from this trek that it almost seemed like he was wearing nothing but a Spider-Man mask and a pair of boxers. Sheesh, Peter had googled pictures of girls in wet t-shirts who looked less scantily clad than he did right now.

By accident. He'd googled those pictures by accident.

"*Chaaaaat,* tell the mosquitoes to leave me alone."

"I did. They're ignoring me. But they say your tainted spider-blood is especially delicious, if it's any consolation."

"It is, thanks. I feel way better now."

Naturally, the X-Men's uniforms were made of some fancy hydrophobic fabric, so Chat was dry as a bone. "Don't worry, we're almost there." She glanced up at the sky. "Every bird we've passed has said the monster lives in the same place."

Spider-Man nodded, and then the two of them trudged in silence for a while. Occasionally, Chat would have to stop and parlay with some alligators to ensure our heroes could pass by in peace. It turned out alligators were pretty chill dudes. Not scary at all. He'd totally misjudged them back when he'd dived in their habitat at the Bronx Zoo.

"So, uh..." Spidey couldn't help himself. After only a few minutes, he broke the silence. "How's Emma Frost doing?"

"A lot better, actually," said Chat as they trudged through the marsh. "She's reformed – or at least she *says* she is – and she's joining the X-Men as soon as she's out of Coral Moon. Probably better for her to be somewhere Professor X can keep an eye on her, y'know?"

"Right, right." That would've been Spider-Man's reply no matter what she'd said. "So, err, if you don't mind me asking, were you and Emma ever…?"

“Ever what?” Chat’s voice dripped with innocence.

Boy, the humidity in this place was crazy. Spidey was sweating up a storm. “You know. Were the two of you ever-? I mean, are you still-? That is to say, Chat, err, are you into-?”

“Hey, look, we’re here!”

The dynamic duo immediately turned their attention to the building poking out from behind some trees. It looked even more rundown that the Connors’ new lab. Spider-Man had never been so happy to see a serial killer hideout in his life.

“Wait, that doesn’t add up.” Chat drew closer to the building, placing a hand against its decayed wood. “Why would the Lizard be hiding in a building? Wouldn’t he prefer the warm swamp water?”

“Yeah. Unless-” Spider-Man peeked inside a window. “-he’s changed back. *Connors!*”

Spidey dashed inside, followed closely by his new sidekick. Sure enough, there was the unmistakable form of a scientist with exactly five less arms than Spider-Man. Connors spun around, crying out at their arrival. The poor guy looked even gaunter and wearier than he’d been when Dr. Warren first banished him to Florida. Like his wife’s, his hair lacked color, and judging by the bags under his eyes and vials of chemicals he’d been hunched over, it was safe to say Dr. Connors had been hard at work on a project of some sort.

“What-? No! Get out of here!” Dr. Connors wasn’t as happy to see them as Spidey had hoped. “It’s not safe! It’s- Wait, your arms-?”

“Long story,” said Spider-Man. “Don’t worry, doc, we brought you some gene cleanser. You don’t have to worry about turning back into the Lizard.”

“I’m not worried about the Lizard!” Connors used his only pointer finger to direct Spidey’s and Chat’s attention to the ceiling. This old shack looked like it might fall apart any second now, but apparently its rafters were sturdy enough to hold the weight of a giant, upside-down mutated bat-person.

“*Fresh blood*.” It may have taken Spidey and Chat a second to spot him, but Morbius seemed to have spotted *them* the moment they stepped foot in here.

“Oh yeah,” said Spider-Man. “That guy.”

Gwen had been thinking about orphans lately. Peter was an orphan. Eddie was an orphan. They’d been Gwen’s best friends since they were little. She’d seen the impact it’d had on them growing up. It’d kept Gwen up at night. Getting kidnapped by supervillains had been nowhere near as unpleasant as that bubbling sense of dread in Gwen’s stomach every time her dad came home half an hour late.

Her dad. The pain rocked Gwen’s chest again, and she had to turn over under the covers. Gwen stared at the bedroom wall and thought of nothing. She was staying in the Parker household’s spare room. Mrs. Parker had fixed a bed. It was the quietest Gwen had ever seen her.

What would happen to Gwen now? Was she going to England to be with her next of kin? Gwen couldn’t leave Manhattan. What about Peter?

Peter. More chest pain. It was the oddest thing. There was a person she wanted to see more than anything else on the planet right now, and yet Gwen couldn’t muster the strength to walk to his

room.

In fact, she could hardly even muster the strength to turn over beneath the covers to keep her side from getting sore.

Twelve hours ago, Sophia had been in her dorm in the X-Mansion, playing her PS4 and carrying on a conversation with a bird on the windowsill. Now, she was in a rundown old building on the far end of the coast, cowering next to Dr. Connors and hoping the giant bat monster paid more attention to the six-armed superhero than to her.

Though it wasn't *quite* an animal, Chat could hear the creature's voice in her head. She hadn't spoken to many bats before, but Chat was pretty sure it was thinking, *Hungry! Hungry! Feed on it!* It was hard to say for sure, though. The vampire-looking thing – Morbius, Peter had called him – still had a lot of human thoughts swirling around in his skull, and those were nigh impossible for Chat's powers to translate. It was like the difference between elementary algebra and advanced trigonometry.

"H-Hey, Morbius." Spider-Man stepped back, his various arms wiggling with fear. "Here, eat a Snickers. You turn into a living vampire when you're hungry-" He retrieved a vial of yellow liquid from his utility belt, uncorking it.

The sight sent Morbius into a hissy fit. *Danger danger death kill him don't let him hurt you hungry HUNGRY BLOOD.*

Chat clutched her temples. "Knock it off, Web-Head! You're only upsetting him more!"

"Oh yeah, his mutation's the only thing keeping that blood disease from killing him." Spidey tucked the cleanser away again. "Sorry, Doc. So, uh, we cool-?"

Before he could finish the question, Morbius pounced, but Spider-Man sprang onto the ceiling, causing Morbius to instead dive into a rack of particularly fragile lab equipment. He hardly had time to hiss in displeasure before Spider-Man dropped down on him, swinging all six of his fists.

Meanwhile, on the side of the room without the giant monsters fighting each other, Chat and Dr. Connors had backed against a wall. This was a tricky situation for Chat. She'd really been expecting to deal with the Lizard, not Toothy here. From what Chat had gathered, the Lizard had a fully animal brain, so talking to it probably wouldn't be that different from talking with a crocodile or, y'know, any other normal kinda lizards. Reptiles were usually pretty reasonable if you talked things out with them.

But Morbius here? He was only half animal, and the human thoughts peppered in his brain gave Chat a major headache, which, ultimately, meant that she was cowering in the corner right now while Spider-Man did all the actual fighting.

Chat huddled next to Dr. Connors as they watched Spider-Man swing a table into Morbius's face, smashing countless beakers in the process.

"At this rate, they're going to destroy all my research!" Connors could do nothing but watch as Morbius's oversized wing-arm knocked over a computer monitor.

Chat gave him a look. "Research?"

"Morbius kidnapped me," Connors said hurriedly. "He's been forcing me to work nonstop on a cure, and the longer it takes me to finish it, the more people die to sate his hunger."

“I don’t suppose it’s too much to hope you were just finishing up when we came in?”

Connors shook his head. “Your timing could’ve been better. I have several different formulas, but I don’t know if *any* of them will work. They’re incubating in mice right now.” He gestured to a group of mouse enclosures lined up against the back wall. Luckily, none of the mice had been squished yet during the spider-vampire smack-down.

Chat’s face soured. She wasn’t the biggest proponent of animal testing. “How will you know if they work?”

“The mice would grow bat-wings.” Connors ducked as another beaker sailed over his head. “But the process will take several more days. The effect on their neurology will have manifested already, but with this cheap equipment Morbius saddled me with, I have no way of detecting that.”

“Hmm...” But Chat didn’t have as much time to ponder this as she’d like – Just then, an earsplitting shriek echoed around the lab.

“Peter?” Chat’s head snapped towards him. She hadn’t meant to blurt out his secret ID, but luckily it’d been drowned out by the noise.

Slowly, Spider-Man’s head locked on hers. Was it Chat’s imagination, or were his six arms a bit hairier than before?

Must… get to safety. Spin web. Catch flies.

Chat clutched her temple. Oh no. The voices of nearby spiders usually weren’t this loud inside her head. That could only mean…

“*Reeeeeeeearg!*” Spider-Man’s costume was ripped into even smaller shreds, sending web-shooter and utility-belt shards raining down. Or maybe it’d be more correct to say it was *Man-Spider’s* costume. The sight of the big, black creature’s drooling pincers nearly made Chat lose her lunch. Why couldn’t Peter have been bit by a genetically-altered bunny?

Chat brought a hand to her mouth. She’d thought they’d have more time than this. The battle must’ve gotten Peter’s heart pumping. Must’ve accelerated things.

“We have to act quickly!” Dr. Connors sprinted towards the mice cages. “Whichever serum cures Morbius should cure Spider-Man, too. We’ll have to pick one at random-”

“Going somewhere, doctor?” The ground shook as Morbius planted himself between Connors and the mice. But then he drew back. “*What am I doing?* I-If I kill you, I’ll never be cured. But…”

The bat part of his brain had different priorities. *Blood! Need blood!*

“Michael! Think about what you’re-” Too late. Morbius’s fangs had already sunken deep into Connors’s neck. The creature drank long and deep before finally releasing Connors, splattering crimson flecks on the grimy tile floor.

“*No*. This can’t be happening.” A chill had gone over Dr. Connors’s entire body.

“Connors?” Chat swallowed. That hungry stare Man-Spider was giving her wasn’t helping Chat’s nerves. She swore she could still see some remnant of Peter in the thing’s eyes. All eight of them.

“M-Morbius’s venom has mutagentic properties,” Connors stammered out.

Chat gave a start. Was it like the spider that bit Peter?

“It has no effect on most people, but if someone has non-human DNA lying dormant inside them...” Dr. Connors couldn’t finish that thought. He was too busy howling in agony as the stub that was once his arm twisted and stretched. There was a piercing howl, and the next thing Chat knew, she was staring down a massive, green lizard in a tattered lab coat.

When Sophia was a kid, she and her sister had watched tons of old scary movies. Sophia had always thought Nosferatu was stupid and boring, but the velociraptors from Jurrasic Park? She still had nightmares.

The Lizard took a tentative step towards Chat, green slime dribbling from its mouth.

Chat thought fast, then pointed to Morbius. *The bat tastes better than me!*

The Lizard paused… then spun towards Morbius and pounced. See? Like Chat had said. Reptiles were perfectly reasonable creatures.

There was a sickening crunch sound, but Chat didn’t let herself dwell on it. She seized the opportunity to sprint for the mouse cages.

“*Hrrrrrrgh*.” But her path was blocked by a giant-sized spider-thing. Chat screamed her head off, though she was at least collected enough to slide between the creature’s massive, hairy legs. The Man-Spider pounced, but Chat managed to avoid its pincers in the nick of time.

She leaned over the mouse cages. There were four of them, and above three rested beakers of gene cleanser. More than enough for two people. Okay, okay, Chat had to think fast. Which of these would be the cure? Ugh, why hadn’t she paid more attention in Beast’s chemistry class?

More meat… Across the lab, the Lizard drew away from Morbius’s carcass. He’d eaten his fill, anf from the thoughts Chat was picking up, he was having spider for desert.

Kill the spider!

Kill the lizard!

This didn’t bode well. Now the Lizard and Man-Spider were having an all-out brawl in the middle of the lab like something out of a black-and-white monster movie. But there was no time to focus on that. Which of these cleansers would work?

Suddenly, Chat remembered something Dr. Connors had said, and so she listened intently to each of the mice in the cages:

Bright… lights…Ugh…

I’m hungry. Is it feeding time yet?

Pretty… colors… Guh…

Whee! Running on this wheel is fuuuun!

Okay, so two of the mice seemed sick and the other two seemed healthy. That narrowed it down a bit, but which of the remaining two…? Chat slapped herself. Duh! One of those mice was the control group, which didn’t even *have* a beaker above it. So that’d narrowed it down to one...

HEY! BOTH OF YOU!

Lizard and Man-Spider alike froze in place. Their heads turned in unison to the source of the telepathic shout.

Trust me, you don't want to eat each other, Chat told them. *This giant bat here tastes way better…* She ran over to Morbius's remains, trying her best to keep her eyes from lingering on the red pool it rested in. *...especially when it's covered in this delicious sauce.* She poured the cleanser all over it.

The two monsters pondered this for a moment. Then, still in unison, they made their way towards Morbius's corpse to eat it. Well, that or they were planning to eat Chat now that she'd drawn attention to herself. One or the other.

"Ugh…" Peter opened his eyes to discover a lab so wrecked, you'd think a buncha monsters had come through here. What'd happened? And why did his mouth taste like vomit?

Peter almost stepped in the massive puddle of vomit at his feet. "Oh." The puke's contents could be described in some detail, but… let's not.

Peter brought both his hands to his face, rubbing his eyes. Wait. *Both* hands?

He felt up his sides, but there was nothing there anymore but wonderfully barren torso. "*Oh, thank god.*" Of course, Peter would've been traumatized if he'd actually been able to remember even a fraction of what'd just happened. As it was, though, he simply felt like he'd had a major tummy ache.

"Good to have you back." Instantly, Chat trapped Peter in a hug – the regular kind that only involved four arms.

After that, there were some profuse thank-yous spoken in light of Chat saving the day, plus maybe a little grumbling about the need to repair Peter's web-shooters yet again (Why'd the Man-Spider's stupid arms have to be so thick?), then Peter crawled a wall to ensure his regular spider-powers were intact, and then the kids turned their attention to Morbius. Or what was left of him, at least.

Okay, that wasn't doing Peter's stomach any favors. "He's- He's dead." Sure, Morbius was no Flint Marko, but Peter had still felt for the guy. He hadn't deserved this.

Sophia brought a hand to Peter's shoulder. "You can't save everyone… but that doesn't mean you ever stop trying." She paused. "Something Professor X likes to say."

Peter gave a slow nod. He could only imagine Xavier had gone through a lot. And… so had Uncle Ben. Sentiments like that… They didn't arise from nowhere. They didn't mean *nothing*. Peter knew that. He'd known that all along – He'd just let his angst get the better of him lately.

"What do we do now?" Sophia asked softly. "Burn the body?"

"Guess so," said Peter. "I mean, any friends and family the guy's got are, uh, probably happier not knowing the truth…"

Morbius might've been beyond saving, but there was another scientist here who wasn't. Peter and Sophia hurried to Dr. Connors's side, helping the poor guy to his feet without slipping on his own, equally disgusting pile of puke.

Connors cowered, hiding himself behind his tattered coat as best he could.

“It’s okay, Doc,” Peter cowered a bit, himself. There wasn’t much left of his Spider-Man mask, especially of the bottom half where the pincers had stuck out. “Let’s get you home.” Hopefully, Connors wouldn’t recognize Peter’s voice with so much else on his mind.

“Home?” Connors repeated, incredulous. “You want me to go home after everything that’s *happened?* You want me to just waltz in the front door and look my wife, my- my son in the eyes again?”

For a moment, Peter was disarmed. The fear in Dr. Connors voice’s was… familiar. “Yeah. I do. You *need* your loved ones right now, Doc. Almost as much as they need you.”

Martha was tucking Billy into bed when there came a knock on her door. Normally, she wasn’t so eager for visitors, but she’d been waitingall night for this.

Martha sprinted downstairs, flung open the door… and then cried out as she buried herself in her husband’s shoulder. He was half-dead and wearing nothing but a tattered lab coat, but he was *there*.

Standing beside him was a girl wearing an X-Men costume, and besides her was a boy wearing just enough shredded pieces of a Spider-Man costume to cover his eyes and preserve his dignity. Nearly his entire torso was exposed, though, thanks to the empty patches of skin where extra arms had been located earlier today.

Martha met Spider-Man’s eyes behind his cracked lenses. “Thank you.” She could hardly speak through the tears. “For everything… Peter.”

Peter flinched at the sound of his name, but gradually, a smile crept over his face. “No problem.” He turned to his partner. “C’mon, Chat. Let’s head home.”

“Hope you remember where we parked our invisible jet.”

“What? You’re the one who was supposed to keep track of-”

“*Me?* I thought *you* were-”

“Fine, fine, can you at least mind-control some animals to go look for it?”

“I can’t *mind-control* anything. I’m not like Emma, thank god…”

Emma gave her Inhibitor Collar a tug, as if maybe *this* time it’d come off despite the hundreds of past failures. The truth was, even though she swore she’d never brainwash hapless victims ever again, Emma wished she could at least still hear their thoughts. The inside of her head was so quiet nowadays. It was the loneliest Emma had ever been.

Well, okay, she had a cellmate, but they didn’t exactly get along.

“It’s my fault.” Currently, Felicia was at the far end of their cell, hugging her knees and muttering to herself. “It’s my fault. If I hadn’t...”

Emma gave the warmest smile she could manage. “I’m sorry about your father, Felicia. I wish there was something I could do to make you feel better.” But it soon transformed into a smirk. “You know, if you ever want a prison wife-”

She was cut off by a hiss.

“Kidding, kidding!” Emma drew back, throwing her hands out innocently.

After that, Felicia’s attention returned to her own thoughts. “I should’ve known those officers would side with Spider-Man. The kid does their job for them. Why didn’t I go to the press? That Daily Bugle guy *hates* Spider-Man. If I’d gone to him, the whole world would know by now that Spider-Man is- is-”

Her eyes went wide. “I don’t remember. I don’t remember his name.” The next second, Felicia was holding Emma by the neck of her orange jumpsuit. “*What’d you do to me?*”

“Don’t look at me, hon.” Even out of diamond-form, Emma’s composure was rock solid. “Trust me, if my powers were working, the guards would’ve let me out by now.”

But if *Emma* hadn’t erased Felicia’s memories… Her eyes wandered to the cell window. For a moment, Emma caught a glimpse of a red-haired girl speed-walking down Coral Moon’s hallway.

And to think Jean had given Emma all those lectures about the sanctity of other people’s minds. Figured.

Peter sat on a random, nondescript rooftop, hugging himself. The tattered remains of his Spidey suit did little to protect him from the autumn breeze.

A moment later, a figure in a complete, non-tattered Spider-Man costume dropped down before him in the darkness.

“Had your fill of swinging?” Peter started towards him.

“Yeah.” The guy yanked off his mask to reveal Hobie Brown’s face underneath. “Fun as it is, I’m not eager to risk falling to my death again…”

“Well, you did great,” said Peter, tugging his own, considerably more ragged mask down over his forehead. No need to mask his voice, though, seeing as Hobie barely knew Peter. “Sorry I can’t explain more, but trust me, you really helped me out.”

Specifically, Peter had paraded around in front of some officers by the police station, snapping pics while Hobie swung overhead in the spare costume. Jean’s mind-wipe had probably taken care of Peter’s little identity crisis, but it couldn’t hurt to go that extra mile.

Yep. This was an integral part of preserving Peter’s secret ID and *totally not* an excuse to procrastinate on returning home.

“Just be sure to put that grappling hook thingy back where you found it. Not a fan of stealing, but this was kind of an emergency.” With that, Peter extended a hand. “And Hobie? Sorry things went south with your girl, man.”

“It’s cool.” Hobie accepted the shake. “I’m over it.”

After that, Hobie returned the spare costume, Peter carried him down to the sidewalk, the two went their separate ways… and then Peter was out of excuses. Time to bite the bullet.

If Dr. Connors could do it, so could he.

The sun had not yet risen by the time Peter crept through the bedroom window – though the ordeal with Black Cat would forever put him in the habit of checking for voyeurs first. By the time

his soft, warm bed was in sight, Peter could hardly think straight. But he couldn't plop onto the mattress quite yet.

There was a girl waiting for him at the window.

Neither Peter nor Gwen spoke a word, both because they didn't want to wake Aunt May and because, well, there was nothing to say, really. As boyfriend and girlfriend nodded off together beneath the blankets, Peter's shoulder wet with tears, he almost found himself wishing he'd kept the extra arms, if only so he could hug her even tighter.

A voice echoed down the corridors beneath the abandoned police station.

"Of course, Mrs. Osborn," it said. "I'm eager to begin. This is an incredible opportunity that's fallen onto our laps." There was a pause. "That's right, ma'am, *six* arms. But don't worry, Mrs. Osborn. Given the level of mutation, I was able to procure shockingly intact DNA samples and brain mapping. It's an incredible stroke of fortune that the boy approached me as promptly as he did."

There was another, longer pause.

"I understand, ma'am," said the voice. "May I presume, then, that I've been given the green light on Project Spider-Men?"

End of Lesson 6

Chapter End Notes

Next Issue: The Man Without Fear!

Apologetics

Lesson 7: Religious Studies 101

"***If the desire to kill and the opportunity to kill came always together, who would escape hanging?"***

– Mark Twain

The *crash* of a shattered window. The screech of an alarm. The *thwip* of three criminals being webbed upside-down to a lamp post, all of them inside one big cocoon. The crooks bobbed in the air, watching Spider-Man swing past a building and out of sight.

"Well, that was over fast," said one of them.

"He didn't even say a word to us," said another. "Ain't he supposed to be, like, jokey and stuff?"

"Yeah," said the third. "I hope he's okay."

"...and so we return George Stacy to the earth which is mother of us all. Ashes to ashes, dust to dust. Amen."

Two and a half months ago, Gwen had felt the impulse to hop this graveyard's fence, bolt to a headstone, and frantically claw at the dirt underneath. She'd thought that if she dug hard enough, she could bring the one she loved back to her.

Gwen was feeling a similar impulse today.

The march to the cemetery had left Gwen's legs burning. What she really wanted was to go home and lie alone in bed for a week, but instead here she was standing in the freezing wind, surrounded by a crowd of hundreds. Gwen had never seen so many police uniforms in her life.

Despite the crowd's size, it remained as silent as the grave it'd gathered around. But it was a silence broken by gunfire. Gwen flinched, almost screamed, only to realize that they were blanks. Part of the ceremony. She was an idiot.

Gwen stared at her father's grave and felt nothing. In fact, she felt so much nothing that it made her cry. How many more funerals was she planning on attending before she graduated high school? The one for Harry's dad had happened just yesterday. Gwen was wearing the exact same dress and everything. Was there a point to putting it back into storage, or should she leave it hanging in her closet for quicker access?

Gwen's feet crunched over red leaves beneath red trees until she was stopped by a head of red hair.

"Gwen." Mary Jane's voice was barely a whisper. She immediately trapped Gwen in her arms. Gwen couldn't breathe, but she didn't feel like saying this aloud. She didn't feel like saying much of anything aloud lately.

"You alone right now?" Even in a funeral dress, MJ looked like she belonged on a magazine cover.

“My relatives from England flew in on short notice, but- but I’m not really close with them, to be honest.” Gwen managed to make her voice work, though it was a struggle to keep it from cracking.

“Where’s Tiger?” MJ turned to skim the crowd. “I haven’t seen him all day.”

Gwen shrank. “You know how Peter is. His… *hobby* keeps him away sometimes.”

“Well...” MJ turned back to Gwen, her face growing more somber. “I *am* your only other friend who know about Peter’s ‘hobby.’ If you ever need to talk about it, I’m h-”’

“There you are!” The leaves were stomped into dust by a man with wild black hair, a scraggly beard, and eyes that bulged almost as much as his gut. The most thought he’d given to his attire was, apparently, a black t-shirt. “We’re leavin’, Mary. I got places to be.”

“*Phil!*” MJ spun towards him, hissing through her teeth. “I’m trying to talk to-”

“You already made me suffer through the proceedings. We’re leaving *now*.”

“*Let me go! I know how to walk!*” Mary Jane was forced to wrench her arm free of his grasp.

“*You should be thankful I drove you here in the first place*.” Their voices grew both fainter and more heated.

Gwen glowered in the man’s direction, wiping her eyes with the back of her hand. Christ, she’d always thought MJ had been exaggerating about him. If Peter had been here, he’d have a dozen snarks ready to cut that creep down a peg. Maybe he’d even manage to make Gwen smile.

“Miss Stacy?” Gwen flinched at the sound of another man’s voice from behind her, though this one was considerably less grating. She spun to discover a stubble-chinned ginger, probably in his thirties, giving her a sad smile. His suit and hair were disheveled, but his posture was immaculate. Every part of his body language from the way he moved his hands to the shape he made with his eyebrows felt somehow calculated. It was such a weird detail that it took Gwen another moment to notice the circular, crimson shades and the white cane.

“H-Hello.” A greeting managed to escape Gwen’s throat.

“Matt Murdock.” The man extended a hand in her general direction. “I was an associate of your father’s. His work was inspiring. I’m very lucky to have known him.” Even the tone of his voice felt carefully planned. This guy must’ve been a door-to-door salesman or something.

“Thank you.” Gwen proceeded to give the limpest handshake of her life.

“I… lost my father, too, when I was a kid.” But then the man hesitated. His face soured, like he’d said more than he’d meant to. “You know that priest who gave the sermon earlier? I’d point him out to you, but I’d probably end up pointing at a tree instead.”

Gwen laughed purely for the sake of being polite.

“Father Lantom helped me through a dark time in my life,” the man continued. “I sincerely recommend you talk to him.”

“Thank you.” Oh, good, just what Gwen needed, therapy from a Catholic. As if she didn’t feel guilty enough already.

It wasn’t until the conversation ended and the man was out of sight that Gwen realized all she’d

done was dully repeat herself. Gwen's brain was stuck on autopilot and she didn't know how to turn it off.

"Miss Stacy!"

Gwen hadn't had a minute to herself before another man ran up to offer condolences. It'd happened so many times today that Gwen barely registered it anymore – Even Peter's grouchy old boss had muttered some apologies to her – though at least this time, the sentiment wasn't coming from a total stranger.

"I can't imagine what you're going through right now!" Dr. Warren hugged Gwen even tighter than MJ had. The man was stronger than he looked. "Listen, if you ever need to talk, I'm here for you. Here, I can get you my phone number." He released her so he could fish through his pockets.

"I'll be alright, sir," Gwen said hurriedly. "You don't need to do that."

Dr. Warren sighed. "If you're sure." He gave her one last pat on the shoulder before walking away. "Take care of yourself, little lady."

"I will." Gwen watched him go with a growing frown. Poor guy. He meant well, but his social skills were lacking, that was all. Truth be told, though, Gwen was getting more than a little tired of all these weird older men running up to her out of the blue.

"Gwen! I'm here!" Cute teenage boys, on the other hand, were totally fine. This one was finger-combing his short brown hair as he buttoned up his dress shirt.

"Peter!" For the first time that morning, Gwen felt something besides cold and dead. For once, she was the one who initiated the hug. "I was starting to think you wouldn't show up."

"Hey, I promised I'd come, didn't I? What kind of jerk would I have to be to not keep a promise?" Peter gave her headband an affectionate stroke. "Sorry I didn't get here sooner, though."

Gwen leaned into his ear to whisper, "Did you save someone's life?"

Peter glanced away, bashful. "Five people's lives, actually."

"I love you."

A week ago, Spider-Man never would've thought something as trivial as having two limbs could make him feel this relieved. He tended to lump his adventures into two categories: "tell your spider-powered grandkids about this someday" and "repress forever." Between the part where Peter had spent hours vomiting up all the Morbius-chunks into the Parker household toilet and the part where Sophia and Dr. Connors had seen him virtually naked, Spider-Man was most definitely lumping his latest adventure into the latter category.

Thwip. Spider-Man sailed past a skyscraper. At least he'd managed to fix his web-shooters and utility belt without much trouble, though it'd taken a bit longer than normal. Usually, he had Gwen to help him out.

Spider-Man didn't cast the next web-line until he was a mere handful of feet from the pavement. It was the morning after the funeral. Gwen had asked to be alone for a while, and so Peter had thrown on his spare costume and gone on patrol. It was the only thing he could truly focus on right now.

Without meaning to, Spidey found himself swinging to the NYPD's main precinct and perching

on the building's side. It must've been an unconscious impulse. Normally, Spider-Man didn't go within ten meters of any place swarming with armed officers happy to arrest him, but he guessed he'd been paranoid ever since Black Cat spilled his secret ID to them. Jean Grey had assured Peter that she'd thoroughly wiped the knowledge from everyone's minds – even going as far as to have her victims tear up any notes and delete any files containing the info – but Spidey couldn't shake the fear that someone has posted the information on the internet. No amount of mutant powers could *ever* erase something from *there*. And yes, wiping people's minds was a bit on the Orwellian side, but Spider-Man was willing to allow a little Orwellian-ness if it meant keeping Aunt May safe.

Spider-Man didn't know what he'd expected to discover by eavesdropping on the police station, but he'd at least been hoping that he wouldn't get spotted. No such luck.

"Spider-Man."

"Uh, hey, Sergeant DeWolff." Spider-Man crawled towards the streets so he could meet the woman's eyes (albeit his were upside-down).

"It's *Captain* DeWolff now," DeWolff said without a hint of joy.

"Oh, cool. Congrats." Spider-Man's voice tapered off. He wanted to thank DeWolff for not ratting him out when she visited the Parker household, but Jean had said DeWolff wouldn't remember that anymore. Boy, would *that* make it awkward to bring up.

"Spider-Man, listen." DeWolff took a breath, rubbed her temples, and said, "I appreciate everything you've done for this city. I know the Bugle prints lies about you, and I know George worked together with you… but the NYPD can't continue that."

Spidey jolted. "You're not about to try to arrest me, are you?"

DeWolff shook her head. "I'm only asking you to stop. Stop doing our job for us. You're doing more harm than good."

"I *save people's lives*," Spider-Man said tightly. "How am I doing more-?"

"Well, you didn't save Walter Hardy's life." DeWolff retrieved a photograph from the folds of her uniform. "He was found dead in our police van. Coroner says it was caused by chlorine gas."

"Yeah, I heard." With all the other nonsense going on his life, Peter had barely had time to think about that. Uncle Ben's killer was no longer breathing? It was a lot to take in. Peter wasn't about to shed a tear or anything, but it was a lot to take in.

"And Hardy's not the only one," DeWolff continued. "The same thing's been happening to dozen of criminals over the past few days. The culprit's not exactly secretive about it, either. He calls himself the Sin-Eater."

Beneath his mask, Spidey raised an eyebrow. "What's a 'sin-eater?' Besides a great name for a metal album, I mean."

DeWolff shrugged. "It's some ancient ritual where a guy eats food to symbolize cleansing of sins."

"You mean like those Jesus-crackers that Christians eat?"

"Sure."

DeWolff turned the photo so Spider-Man could get a better look, but all he could make out was a humanoid figure covered in pea green fog. Who could that be? Mysterio? No, he was in jail, and besides, the Sin-Eater's shtick didn't sound nearly theatrical enough.

"I know you don't kill, but not every Frank Castle wannabe follows your code of ethics. The Punisher was bad enough, but now we're getting copycats with actual superpowers." DeWolff shook her head. "Sin-Eater's fog kills anyone who breathes it, and we think he can use it to teleport, too. He's giving us a real headache, that's for sure. So please, Spider-Man, if you really care about the people of New York, you need to lead by example and stop your vigi-"

DeWolff glanced upwards, only to discover she was talking to a blank wall.

"...Did he just do a Batman-Gordon disappearing thing on me? He *did!*"

The Daily Bugle's elevator had required repairs following the Rhino's visit to the building. The opportunity had, apparently, been taken to add a bit of music so that the passengers wouldn't get bored on the journey to the Bugle's headquarters. Peter must have listened to that music a million times, and yet he couldn't for the life of him recall what it sounded like. Even right now, as he was listening to it.

That photograph… That green mist… Walter Hardy would never kill again, and yet Peter felt no less uneasy. Now the man who took Uncle Ben and Captain Stacy from them would never face justice. Instead, he was murdered in cold blood without a trial on the whims of some lunatic. Maybe DeWolff had a point, but what was Peter supposed to do about it? He'd long ago proven he couldn't go ten minutes without trying to save someone's life.

Ding. Peter exited the elevator and walked towards his desk on pure impulse. He'd been off in his own little world all morning, but his ears perked up at the sound of Jameson and Mr. Robertson having at it. That sound was as constant as the elevator music, but you tend to pay more attention when people are talking about you.

"...make Spider-Man the most hated name on the planet!" Jameson was saying, shaking his fist in the air.

"Jameson, *every* eyewitness report says Spider-Man was on the cops' side."

"Oh yeah?" Jameson snorted smoke in Mr. Robertson's direction. "Maybe you forgot the media blitz over that Punisher fella? I thought the talk shows would *never* shut up about him."

Ah, yes, that. Half a year ago, the family of war vet Frank Castle had been gunned down by mobsters in Central Park, and Frank had decided to retaliate by gunning down every last mobster, crooked cop, and jaywalker in New York. The media had had a field day with it, calling him "the Punisher." There were even some kids in Peter's class who thought the Punisher was the coolest guy ever, a fact which made Peter wish he could've accompanied the Fantastic Four to the Negative Zone so he wouldn't have to live on this planet anymore.

Spider-Man hadn't done anything about the Punisher at the time – He'd been a bit preoccupied fighting scorpions, vampires, and Smythes – but when the Punisher moved his operation to Hell's Kitchen, he reportedly ran afoul of the local masked crimefighter, Daredevil. Now Frank was in Ravencroft, and every other would-be murderous vigilante in Hell's Kitchen knew they would *not* be tolerated.

...Well, shoot, that was exactly what Spider-Man ought to do to Sin-Eater.

Mr. Robertson folded his arms. “And your point is?”

“This Sin-Easter guy is no different!” said Jameson, waving his hands around. “No matter how much of a goody-two shoes Spider-Man pretends to be, he’s encouraging more and more dangerous behavior from others. All that menace does is make things worse! Heck, if he hadn’t been there, Hardy wouldn’t have been so spooked when the police arrived, and Captain Stacy would still be-”

He halted mid-sentence. Jameson, had, apparently, noticed Peter’s presence in the room for the first time, along with Peter’s trembling hands.

“Parker.” The cigar fell from Jameson’s mouth. “I didn’t realize you were- I- I know you were close with- I didn’t mean to bring it up-”

Christ, Jameson hadn’t sounded this gentle after Spider-Man saved his son’s life. Peter managed a slow nod. “It’s alright, sir. I’m okay.” By “okay,” Peter of course meant “not sure if I want to cry or just punch something, probably you”

“Well, the important thing is that you showed up to work.” Jameson walked over to give Peter a pat on the shoulder. Peter had to keep himself from shuddering. “I’ll be honest, Parker, I wasn’t expecting you back so soon. That demonstrates real dedication. I’m proud of you.” Jameson’s Hitler mustache curled upwards. “You’ll make a fine journalist someday, kid. Lord knows America’s in need of those. In fact, since I’m such a nice guy, I’ll give you some time out of the office for once. How’d you like to take pictures of a charity event in Chinatown?”

“Sure- I mean, thank you, sir!” Peter couldn’t nod fast enough. He hadn’t received an overabundance of hours lately, so Peter wasn’t in a position to turn his nose up at a paycheck. “Just lemme run to the bathroom first.” Hopefully it wasn’t too apparent that he needed in there solely to regain his composure.

As Peter walked away, Jameson’s voice resumed reverberating around the office: “No more buts, Robbie. The next headline’s decided – ‘IS SPIDER-MAN TO BLAME FOR POLICE CAPTAIN’S DEATH?’ Ha! Readers love rhetorical questions!”

Somewhere in all the hustle and bustle of Manhattan, some beautiful madman had decided to cut out a chunk of Asia and paste it right in the middle of everything. You turned the corner, and suddenly all the signs were in Chinese and all the joints served noodles. There was a Chinatown like this in Queens, too, where Uncle Ben used to take Peter for his birthday dinner every year. Man, those were the days. Peter could still taste the dumplings.

Though currently, the only dumpling in sight was the one shaking hands outside the steps of the F.E.A.S.T. center.

“It is my honor and privilege to foot the bill for this center’s renovations,” Wilson Fisk announced as he freed the crumpled hand of the shelter’s owner. “With my contribution, Mr. Li can continue his excellent work towards providing comfortable living conditions for those who need them most.”

Well, this photo op wasn’t as cushy as the last one Peter had bumped into Fisk at, but Peter appreciated that he didn’t have to change into a stuffy suit. He much preferred his iconic blue t-shirt.

“Sheesh...” Looked like Peter would have to bust out the wide-angle lens. Okay, he knew he liked to crack wise about Fisk’s circumference, but the dude seriously needed medical intervention. At

the very least, Fisk didn't deserve mockery. Sad as it was to admit, one rich guy handing out tiny fractions of his income to charity probably did about as much good in the world as all the work Spider-Man would ever do. The Web-Head was great at saving lives, but not so great at causing widespread social change.

Unless you counted the Bugle turning the public against him. Today's headline was still floating behind Peter's eyelids. The real kicker was that, even if Jameson himself didn't know it, he happened to be absolutely right. Peter had made Captain Stacy *promise* to do *everything* in his power to bring Black Cat and her dad to justice. That was why he was there that night.

But Peter was shaken back to the present by the sound of screams. Out of nowhere, in broad daylight, a thick, neon green fog had accumulated at the foot of the F.E.A.S.T. center. The crowd scattered, shrieking – though fortunately it hadn't been very large to begin with. With the path cleared, a figure emerged.

"Wilson Fisk." In the direct sunlight, he was no longer draped in shadows, allowing all the word to see his skeletal, green, gangrenous face and his tattered, dark violet cloak. "Your sins are beyond counting. You should have realized their scent would be irresistible to me."

"Don't just stand there! Call the police already!" Fisk, evidently, chose to respond to the crisis by barking orders at his underlings, most of whom had already fled. In the man's defense, though, he didn't exactly seem capable of sprinting anywhere.

"Any last confessions, pig?" The Sin-Eater raised his hand, causing a trail of gas to trickle towards Fisk, and then-

Wham. "Dude, come on!" -a certain spider-themed hero rammed into the crook, swinging on a web-line to add some oomph to his kick. First Hobgoblin, now this? Jameson really did have a knack for sending his photographers to the sites of future supervillain attacks. "You're seriously trying to kill a philanthropist giving to charity? Who else is too sinful for you? Santa Claus? The Pillsbury Doughboy?" Spider-Man gave Fisk a hurried look of apology. "That wasn't a fat joke." Freudian slip…

"Spider-Man..." When knocked on his side, a skeletal, violet body was visible beneath the Sin-Eater's cloak. The man- no, the *creature* pulled itself to its feet. "I thought you were a hero, and yet here you are defending this man. *This man*, of all people." His glowing blue eyes narrowed. "I understand now. You are every bit as sinful as he."

"I'm sure that makes perfect sense inside the sea of spaghetti floating around where your brain should be, but-" Spider-Man didn't have time to finish his amazing quip before a stream of gas shot from the Sin-Eater's palms. His spider-sense gave him time to dodge, but Spidey hadn't expected the gas to spread so fast. He sprang onto a nearby wall, only to tumble off in a coughing fit.

"That's right, breathe it all in." Sin-Eater took a step towards him. "It makes your sins more succulent."

Ugh, how did Spider-Man make such a stupid mistake? DeWolff had warned him this gas was deadly. Recent events kept throwing him off his game.

"And now to finish what I started..." Sin-Eater turned his head, only to discover that Fisk had vanished and a limousine was speeding down the road. "Hmm. Another time, then." He called out after the vehicle: "*Run all you like, Fisk! No one can escape God's judgement!*" With another wave of his arm, he enveloped himself in his own gas.

Wait, DeWolff had also said Sin-Eater could teleport through that stuff. Maybe if Spidey hurried…? *Yes!* He dug into his utility belt and retrieved a handy dandy spider-tracer, managing to toss it onto Sin-Eater's cloaks mere moments before it vanished in the fog.

Spider-Man had done it. "Alright! I-" *Wham*. He hit the pavement, hacking his lungs out. With that tracer, he could track the villain down, but… only if Spidey didn't die first.

Everything went dark.

Spider-Man awoke to the wind on his face. He jolted upright, shielding his eyes from the evening sun. From the looks of things, he was on a Chinatown rooftop. In fact, it seemed to be the rooftop of the F.E.A.S.T. building itself. But how had he gotten here?

"You're lucky I reached you in time."

Spidey spun to find someone standing over him. Someone tall, red, and musclebound. "Daredevil!"

Spider-Man had never seen the infamous Devil of Hell's Kitchen before outside of blurry news photos, but he had no doubt this was him. The overlapping pair of D's emblazoned on the dude's chest were kind of a giveaway. Not to mention the blood red lenses on his mask's eyes and the pair of horns sticking out its forehead. Whatever fabric the guy had made his costume out of, it looked thick enough to stop a knife. Some kind of flexible armor? Spidey ought to ask where he did his shopping.

"What are you doing this far from Hell's Kitchen?" Spider-Man rubbed his head as he pulled himself to his feet.

"Chasing Sin-Eater." Judging from his voice, Spidey could only assume Daredevil gargled broken glass every morning for breakfast.

"Well, I'm a big fan of your work, man. We could totally do a team-up if you-"

"Do you have *any idea* what you're doing?"

Spider-Man flinched. He hadn't expected Daredevil to be so… snarling.

"Sin-Eater emits an altered form of chlorine gas from his pores. Massive quantities of it. A direct confrontation is a good way to get yourself killed."

Spidey bowed his head. "You're right. I'm sorry. I was just trying to save- Wait, how do you know how his powers work? The police can barely get a close look at the guy."

The question went unanswered. "You threw a tracking device on his cloak."

"Well, aren't you observant?" Spider-Man folded his arms. "That was one of my patented spider-tracers. Now I can follow the creep to his hideout. And I was *going* to invite you to come, too, make it into a raid, but-"

"I can trace the frequency without your help," cut in Daredevil. "You should see a doctor. That gas burned the lining of your esophagus."

Whoa. Spidey's throat *was* kinda scratchy now that he thought about it. Did this guy have X-ray vision?

“I heal fast,” Spider-Man said with more than a little defensiveness. “What, you think I can’t handle myself, Hornhead? Which of us has beaten the most supervillains, again? I mean, I’m sure your victory over Stilt-Man was impressive and all...”

At this, Daredevil sighed and stared out at the horizon. Maybe he wouldn’t tick Spider-Man off so much if he’d at least look in Spidey’s direction when he talked to him. “Shouldn’t you be in school?”

Spider-Man jolted. Crap, he *did* have X-ray vision. “I-I sound younger than I really am. I get that a lot.” As he spoke, Spidey made a halfhearted attempt to shield his face with his arms. Though of course, the real reason Peter wasn’t in school was because he’d been given time off to cope.

“Kid, listen.” Daredevil’s exposed, stubbly chin had to do all the emoting for him. “I got my powers when I was young, too. I know how it feels to want to help people, but I’ve never regretted waiting until I was older to don the costume. This lifestyle isn’t something I’d wish on a child.”

“Hate to break it to you, but the Avengers already condescended to me over my age, so you’re a little late to the party.” Spider-Man turned away, firing a web-line at a far-off building.

“Yeah?” Daredevil snapped. “And why do you think that *was?* How much good can you do if you fight yourself to an early grave? Your bones creak almost as loud as mine, I’ve met boys in *gangs* covered in less scars than you, and when you pounced at Sin-Eater just now, your pulse was racing like a kitten pouncing at its favorite toy. You’re still high on the adrenaline – I can smell it. Are you sure you only care about saving lives, or are you more concerned with making sure you’re on the front page every morning-?”

“*I watched a cop die.*” The words escaped Spider-Man’s mouth on their own.

“*I’ve watched twenty cops die,*” Daredevil countered without skipping a beat. “If you think all the tragedies in your life are freak accidents and it’ll be better soon, they’re *not* and it *won’t.* This is the life people like us live. You’re going to see friends put in the ground. You’ll be attacked in both your public and private lives. The media will crucify you. You will never feel safe. Never feel rested. I choose to live this way, but I won’t encourage other scared and confused boys to follow in my footsteps.”

With a quick gesture, he retrieved a white billy club from his belt, aimed at a building in the opposite direction from the one Spidey had picked, and clicked a button on his club’s side. A small cable erupted, attaching itself to the roof like a grappling hook, and then Daredevil swung off without another word.

Spider-Man watched him go for a second before turning to his own web-line. Man, those billy clubs would save a *ton* of money on web-fluid. On the other hand, the thought of using any invention of Douchedevil’s made Spider-Man’s flesh crawl. He couldn’t believe he used to think that guy was cool. Now he’d have to throw him in the “self-righteous jerk” pile alongside Tony Stark.

Spidey was about to swing away, but then he hesitated. Well… maybe Hornhead meant well, just like Captain America had, and he was only trying to scare Spider-Man into a safer line of work. It did sound like the dude had been through a lot. Was Spider-Man going to end up as bitter as Daredevil someday? Was that the inevitable end result of costumed heroism?

Or maybe…

Peter shut his eyes. Before them flashed the image of the Sin-Eater, raving about God’s will as he

murdered defenseless people. And of war hero Frank Castle, turned into a gun-toting lunatic.

...maybe the inevitable end result is something much worse?

Original Sin

Coral Moon was no Guantanamo Bay. In fact, it was nicer than some apartments Emma had stayed in. The rent was free, the food was edible, and every so often the inmates were given free time to wander the rec area. Which, in Emma's case, meant wandering into the building's large, immaculate restroom.

"Felicia? You here?" Emma checked the stalls, but all seemed to be empty. Stupid inhibitor collar. Emma could never tell if she was alone or not anymore. "What'd you want to talk about? Don't tell me you changed your mind about prison wives *already-?*"

The next thing Emma knew, she was pinned to the ground by a dark figure.

"Hey, what the-?" She managed to turn her neck enough to realize that a shiv was being held to it – a sharpened piece of a comb, from the look of it.

"Don't move." Felicia scowled from behind her dark, scraggly hair.

"Ooh, this is even kinkier than I was-"

"*Shut up*." The remark earned Emma's neck a scratch. "And next time you see your telepath friend, tell her to *never* mess with my head again."

"I'll be sure to inform Jean at our next ice cream social- *Hey!*" Emma found herself dragged out of the restroom, the shiv pressed to her neck the entire journey.

The girls arrived in the cafeteria, a place swarming with security guards.

"Drop the girl, Hardy!" The guards aimed their guns admit screams from the fleeing inmates.

"You can have her, pigs!" With a sudden shove, Felicia sent Emma flying into them. None dared risk shooting her, giving Felicia time to climb the rafters like a thing possessed. She made a bee-line for an open window, though Emma could only imagine Felicia's climbing was a bit hindered without those famous cat claw gloves.

One of the guards fired at her, but his gun jammed.

"Sorry, boys, Lady Luck's not on your side." And with that, Felicia tumbled out the window, hopped the fence, and sprinted for all she was worth.

The guards bolted after her, but they had to go all the way around to the front door. Not one of them even stopped to ask if Emma was okay.

Emma shook her head as she watched the girl vanish over the horizon. "Love 'em and leave 'em, eh, Hardy?"

Felicia didn't stop running until she collapsed. She- She thought she lost them. Felicia spent the next several minutes catching her breath behind a big green trash can, accompanied by rotting trash and a little spider perched on the alley wall.

Alright, step one was complete. Now all that was left was to find the man who killed Felicia's daddy. Hmm, but how to do it? Felicia supposed she could always wait around for *him* to find *her*. Surely she was sinful enough to meet his standards?

But… maybe there was a faster way. Felicia held a long fingernail above the pea-sized spider, then squished it.

Spider-Man's pulse pounded in his ears as he swung another lap around the perimeter of Central Park. He'd spent the past hour following the spider-tracer's signal, but it'd proved trickier than he'd hoped. Apparently, Sin-Eater liked to teleport every five seconds, and whenever he did, the tracer teleported with him. It didn't look like the guy could travel more than a couple meters at a time, but it was still enough to make Spidey's spider-sense all crisscrossed. It was starting to give him a major headache.

But then something caught Spidey's eye that helped him regain his concentration.

"Ha! Look at him twitch!" A group of upstanding young gentlemen had gathered in a secluded alleyway to take turns kicking an old man in the spine as they passed his wallet around.

"My turn! My turn!" One of the boys readied a swing to the old man's stomach… (*Thwip*) …only to have his foot caught on a web-line.

"Oh, you think that's funny?" said a voice from the wall behind them. "Then you'll find this *hilarious*."

The thug was sent tumbling leg-first into his buddies, knocking them over like bowling pins. The first one barely had time to pull himself to his feet before a fist to the chest sent him back to the pavement.

"What's wrong?" The thug made a different-pitched shriek each time Spider-Man kicked his stomach. "This joke made you laugh so hard a second ago!" Spider-Man raised his leg for another blow.

But he was stopped in his tracks by a scream. Spidey's head spun around to discover its source – the old man. The guy had grabbed his wallet and sprinted down the street with surprising speed, not even caring about the money the thugs had snatched.

"No, wait, sir, let me call an ambulance-" The man was already out of sight, leaving Spider-Man dazed. What… What had he been *doing?* Spidey glanced down to make sure his costume hadn't turned black.

Beating up these thugs had felt… good. It *still* felt good. Spider-Man had to fight the urge to resume doing it. He'd been so frustrated because of Daredevil and Sin-Eater... Was this how Sin-Eater felt?

Spider-Man jumped back onto the wall. A while ago, Peter had mused that even Osborn must have once looked himself in the mirror in his goblin costume and thought, "Yes. This is the right thing to do." Nobody thought of themself as the bad guy. Norman had thought he was getting even with his enemies, taking his rightful place in charge of Manhattan. Kraven had thought that hunting Spider-Man would prove his honor. Eddie had thought he was getting revenge for what Peter had done to him.

Spider-Man forced himself to take a breath. He'd considered all this before. This was why he used webs instead of billy clubs. Spider-Man wasn't a grim, badass vigilante who beat people within an inch of their lives – He was a silly adventurer who wore a goofy costume and sprayed criminals with goop. He was like a non-evil version of Paste Pot Pete. That was all he needed to be. Friendly Neighborhood Spider-Man.

While Spidey pondered this, the thugs attempted to quietly pull themselves to their feet and sneak away. *Thwip*. They were pinned to the pavement by an offhand goop-glob.

There was an empty apartment in the heart of Manhattan – one of several throughout New York, in fact – that received a check for rent every month, despite the lack of any apparent residents. So long as he got his money, the landlord couldn't care less, which was exactly how Felicia liked it.

She slipped into the room, gently shutting the window behind her. Then, in a single stride, Felicia made her way to a bookshelf and kicked it over, revealing a reinforced steel door. A quick scan of her thumb caused it to slide into the ceiling, allowing Felicia to strut inside.

She was met with rows upon rows of white wigs, black skintight catsuits, and, most importantly, duplicates of all the gadgets the police had confiscated. Her bolas, her clawed gloves, her goggles… her gas-mask.

Felicia stared at the mask a moment. Like all her wardrobe, it was sleek and black, and it combined with her yellow goggles to suggest the shape of a cat face. If Black Cat was going to avenge her father's death, she may as well do it in style, she supposed. Unfortunately, she couldn't leave any skin exposed for this fight, meaning she'd have to zip her catsuit all the way up. Felicia honestly wasn't sure if the zipper even went up that far – She'd never tried before.

"Yes, sir. Yes, I'm doing everything you've asked. No, I don't believe he does, sir."

Captain DeWolff was just returning her cellphone to her pocket when she lurched into her apartment. She'd thought her shift would *never* be over. Jean tossed her uniform's jacket wherever it happened to land. She'd never appreciated how much work George had done for the NYPD until he wasn't there to do it anymore.

Jean plopped down onto her mattress without so much as taking off her shoes. If her mom had seen what a pig sty Jean lived in, she'd have gone berserk. Of course, she'd have gone even more berserk if she'd known that her daughter's career would involve being shot at by gangsters on a regular basis.

Jean rested her head on a pillow sans pillowcase and tried not to let herself drown in her own guilt. Her eyelids grew heavy despite the street lamps burning outside her window. She hadn't bothered buying curtains – Jean could sleep through anything.

Anything, that is, except the sound of footsteps from across the bed.

"Jean DeWolff."

"*What the hell?*" Jean sprang upright to find herself in a pale green void.

"You have sinned." There was a figure in the gas. "You can hide it from your fellow officers, but you can't hide it from God. You can't hide it from *me*."

The pieces clicked into place – He'd found out she was leading the manhunt for him. Jean's eyes darted to the spot on the rug where she'd left her holstered gun. So did the Sin-Eater's.

There was sudden movement, ending with DeWolff thrown off the mattress and pinned to the floor, the Sin-Eater's hand on her neck. Whoever he was, he was strong.

"Don't try to struggle," the Sin-Eater whispered in her ear. "You're not blessed as the biblical Jacob was. You cannot prevail."

Jean tried to hold her breath, to stave off the gas as long as possible, but his gloved fingers were crushing her neck. The gas was already burning her skin. She had no choice. She had to… had to open her mouth.

Thwip. "Okay, something tells me you guys aren't being safe, sane, and consensual."

The next thing she knew, Jean was on the ceiling, being held in the arms of a man clad in red and blue. The gas hadn't yet risen this high, and so she risked some deep gasps of air.

"Sorry I didn't get here sooner. Didn't realize what our hungry friend was planning at first." Spider-Man did an upside down nod towards a shattered window, which had presumably granted him entry. "I'm gonna be smarter this time. No direct confrontation. Let's focus on getting you out of here." Spider-Man made a sudden swoop for the window, sending Jean's heart reeling, but at the last second, a cloaked figure blocked the way.

"You can't run from God's will, sinner." Sin-Eater's voice held an uncanny tranquility. He shot more gas from his palm, forcing Spider-Man to tumble out of harm's way. "He sent me here to punish you for your transgressions."

"Look, I *told* Thor I was sorry I couldn't go drinking with him last Friday!" Spider-Man was forced to duck another gas-spray. "He is *really* overreacting."

"If you knew what the woman in your arms has done, you wouldn't be so quick to defend her." As he spoke, the Sin-Eater crept around the room, waiting for Spidey to make a move. "Or perhaps you *are* aware, and you've chosen to defend her regardless. Either way, you must answer to God."

"I try to keep my quips secular, but-" A line of webbing latched itself to Sin-Eater's skeletal face. "-at the risk of sounding like a fedora-wearer, I'm almost starting to think you're not *really* an angel of death sent by God to reap my soul."

A quick yank sent the skull flying off Sin-Eater's body – or rather, it sent the green skull mask flying off his head, revealing the face of an angel of death who looked suspiciously like a totally ordinary human.

"Stan!" DeWolff cried out in spite of the gas enveloping her. "But- But how- Why-?"

"Stan Carter is dead!" Naturally, the dude was immune to his own poison gas, so all removing his mask had done was encourage him to rant and rave even more. "He died alongside George Stacy so that his flesh could serve a higher purpose. I am the one who will make the world right again. I am the one who reaped the lives of Egypt's firstborns. I am the Sin-Eater!"

"And I'm Emperor Nap-" Spidey's quip turned into a coughing fit halfway through. "Okay, okay..." He turned to DeWolff. "Gas is getting a little thick for my liking. This'll be the hardest thing I've ever done, but…" He took one last, burning breath. "I'm gonna stop talking now." With that, he used each of his web-shooters to cover both his and DeWolff's mouth and nostrils.

Of course, Spidey's brain started freaking out the moment it realized he couldn't breathe, but it was preferable to inhaling any more poison. Spidey set DeWolff down and swung his fists at the bad guy, but old Sinny merely teleported out of harm's way again. It was no use. The fog was Carter's element. In here, he could be wherever he wanted, dodge as fast as he wanted. And what's worse, Spider-Man had just come up with the funniest quip of his career! What a waste!

Thwip, thwip, thwip. Spidey frantically fired his webs, but Sin-Eater kept on teleporting. It was no good. Spidey's head was getting woozy. He'd already held his breath for way too long. Maybe…

Maybe Carter really was an angel of death… the way he moved… Spider-Man couldn't focus… and he could only imagine DeWolff felt the same. He couldn't fail her… He couldn't… fail… again...

But then a second figure emerged from the fog. For a brief, frenzied moment, Spidey thought it was Daredevil. As thematically appropriate as that would've been, it actually turned out to be a certain slender lady in a tight black outfit.

"What-? Where did you-?" Carter fired his gas at her, but to no effect. Between the woman's sleek black mask and glowing yellow goggles, she seemed totally unhindered by his powers. He tried to teleport away, but she moved like lightning. The *crack* of her heel colliding with his head reverberated around the apartment.

Black Cat probably said a really great one-liner at this point, but Spider-Man wasn't able to hear it as everything went dark around him.

"Ugh," said DeWolff, "I just had my place fumigated last week."

Shortly after Sin-Eater was KO'ed, the whole apartment complex had been evacuated so that its tenants could be replaced with hazmat workers. Spider-Man and Captain DeWolff had gathered at the back of an ambulance in the parking lot to suck pure, precious oxygen from a matching pair of rebreathers (The rescue workers had been courteous enough to allow Spider-Man's mask to remain on, merely rolling it back to expose his mouth).

DeWolff gave the Web-Head a look. "You sure you don't need a ride to the hospital?"

"Nah, I'm good," said Spidey. "I heal pretty fast, and besides, the Fantastic Four let me use the Baxter Building's hospital for free."

"Well, thank you Spider-Man." DeWolff met the white lenses of his mask's eyes. "If it wasn't for you, they'd be burying me next to George right now. Maybe..." She took a breath. "...he was right to trust you."

"Well, don't give me all the credit." Spider-Man nodded to a certain catsuit-and-white-wig wearing woman standing across from the ambulance. "We'd both be dead if it wasn't for Cat. Though I don't know how she managed to find us..."

"I figured you'd be hunting Sin-Eater, too," said Black Cat. "And you're a lot easier to track than he is. I just followed the trail of webs you litter everywhere."

"Hey, those disintegrate after an hour! I'm not a Captain Planet villain. And anyways, what are you doing out of jail in the first place?"

Black Cat bowed her head. She'd removed her gas mask and goggles, revealing that she wasn't wearing makeup for once. Maybe that was why she looked more… real, somehow. "I only wanted to ensure my father's killer was brought to justice. I'll be back in my cage soon enough." Cat nodded to the handcuffs around her wrists. "Two men are dead because of me. Because I was greedy and stupid." Her voice shook. "This- This was the only way I knew how to atone, but I don't feel any different now. Their blood's still on my hands and I don't know how to wash it off."

Spider-Man hesitated. "You can't," he said, "but that doesn't mean you should ever stop trying. A good man once told me that with great power comes great responsibility."

At this, Black Cat let out a bitter laugh. "Who told you a boy scout thing like that? Captain

America?"

"Close." Behind his mask, Peter smiled. "What it means is, you should find a way to use your talents to help people. Something to think about while you're serving your time."

"Yeah, yeah, I'm just not looking forward to the look on Frost's face when she sees me again..." After that, some officers led Black Cat away. She was given the honor of sharing a police van with Carter.

"*I'm not a damn mutie!*" His voice was audible from the outside. "*I was blessed with these powers by THE LORD.*"

"Gosh," came the voice of an officer, "I didn't know Trask's inhibitor collars could block *divine* powers, too. That's pretty impressive..."

Alone again, Spidey returned his attention to DeWolff. "Man, *everyone's* a supervillain these days. Worst fad ever."

For a moment, the pair sucked their oxygen in silence. "Stan was always a hothead," DeWolff finally said, "but I guess the mix of losing George and finding out he was a mutant sent him off the deep end. Y'know, Stan's the one who fired the warning shot that spooked Walter Hardy in the first place. He's as guilty as Hardy's daughter. I took away his badge over that."

"And he wanted to kill you for petty revenge?" Spider-Man snorted. "Figures. Anyways, hopefully this'll discourage any other aspiring Frank Castle wannabees. Not to brag or anything, but I've actually got an opening with the Avengers next year, so you don't have to worry about me being an unregistered vigilante for *too* much longer." With that, he tossed aside his rebreather and fired a web-line to a nearby building. "I gotta get going. Maybe we'll grab a coffee sometime. Continue the relationship Captain Stacy started between the NYPD and the FNSM."

DeWolff looked bemused. "FNSM?"

"The 'F' stands for 'Friendly!'" Spider-Man called down as he swung away.

DeWolff was left shaking her head.

In the end, Black Cat wasn't as far gone as Spider-Man had thought. She was at least capable of feeling remorse, and that was the first step to redemption. Spidey wished her well, but to be honest, he wasn't sure he ever wanted to see her again. He certainly couldn't think of her as a mere flirtatious burglar anymore. It wasn't entirely Felicia's fault, though. Her father had raised her to be a criminal, and Spider-Man knew that the influence of your father was a tough thing to shake off. Harry had taught him that.

Just as Spidey was swinging above the apartment building, he caught sight of someone on the neighboring rooftop.

"Daredevil!" Spider-Man touched down beside his fellow crime-fighter. "Where have *you* been?"

"I… struggled to find a proper gas mask on short notice." Daredevil held up a flimsy hospital mask. "Spider-Man, the truth is, when it comes to supervillains, you're more capable than me. I can manage local street-level crime, but I don't have your strength or speed. I can't swing from Chinatown to here in under an hour. If I tried to fight someone like the Rhino, I'd get myself killed." He let out another of his pained sighs. "Jean DeWolff would be dead right now if not for you. I can't stomach seeing children endanger themselves, but…"

“Hey, it’s alright, man.” Spider-Man thought about patting his shoulder, but Daredevil didn’t strike him as the touchy-feely sort. “I get it. But, y’know, I *am* joining the Avengers next year when I turn eighteen.”

“That’s still young,” said Daredevil. “You sure you want to commit your life to this?”

“That’s not it at all.” Spider-Man shook his head. “I’ll admit it can be fun, but I don’t put on the tights because I *want* to. I do it because it’s my responsibility.”

“I see.” Daredevil looked out at the sunset over the Hudson. “So then nothing I do or say could change your mind?”

“Yeppers.”

“In that case...” For the first time, Daredevil’s red lenses met Spidey’s white ones. “I’ve heard you’ve crossed paths with a certain crime lord. Someone beneath the Avengers’ notice.”

“Oh?” Spider-Man’s ears perked up.

The Daily Bugle’s newsroom was awash with the upbeat humming of one J. Jonah Jameson. Robbie was resisting the urge to roll his eyes when someone came up behind him.

“What’s JJ so happy about?”

“Oh, hey, Rand.” Robbie turned to face his son, smiling. “Jameson’s all excited because Parker emailed him some photos.”

“‘*Some* photos?’” scoffed Jameson from his desk. “I’ll have you know these are top quality pics of the Sin-Eater attacking that nice philanthropist Wilson Fisk!” In an undertone, he added, “*With help from Spider-Man, obviously*.”

“So, Rand, to what do I owe the pleasure?” Robbie gave his boy a pat on the arm.

“Well...” At this, Rand fidgeted. “You know how I broke up with Sally last March? And you know that really cool girl I met immediately afterwards?”

Robbie grinned. “You might have mentioned her once or twice.”

“Well… she’s my girlfriend now, and we thought it was time to introduce you to her.” With that, Rand ushered the girl into the room.

“Hey, Mr. Robertson.” She was pretty- no, beautiful. And rich. Her purple shawl looked expensive and her wrist jewelry looked expensive and her shoes looked the most expensive of all. Even the phone she was busy texting away on appeared to be the latest Osberry model. At a glance, she looked every bit as spoiled as Sally. Guess Rand had a type.

But that wasn’t what caused Robbie’s grin to vanish.

“Dad, this is Janice.” As he spoke, Rand’s hands interlocked with hers. “We, uh, actually didn’t come here just for introductions, though.”

“I’m having a birthday party on my daddy’s yacht this Friday!” Janice vibrated with excitement. “It’s gonna be great. But we wanted to ask your permission for Rand to come since we’ll be sailing around all weekend and stuff.”

The couple looked at Robbie expectantly.

“I-I’ll have to think about it,” Robbie managed.

“Cool beans.” Suddenly, Janice’s phone buzzed. “Ooh, that’ll be Daddy. He’s my ride home. Nice meeting you, Mr. Robertson!” She gave Rand one last hug before scurrying out the door.

Jameson had planted his eyes out the window. “Her dad’s got a limo down there.” He whistled. “She’s a keeper, kid.”

Rand, however, was busy giving his father an indignant stare. “What do you mean, you have to think about it?”

“Son, can I talk to you?” Robbie pulled him aside by the shoulder. Then he said in an undertone, “This girl of yours… you ever get her last name?”

“Yeah, Dad, I’ve only known her for *months* now,” Rand huffed. “She’s Janice L-” His breath caught in his throat. “Lincoln. Janice Lincoln. *Oh.*”

Robbie nodded. “Mmm hmm.”

“Heard you fought him last Valentine’s Day and lived,” Daredevil continued. “How do you feel about that crime lord?”

“I keep staring at his teeth,” said Spider-Man. “I feel terrible for his dentist.”

“He made bail last time.” The slightest hint of a smile crossed Daredevil’s face. “How’d you like to help me give him a more permanent trip to prison?”

Captain DeWolff glanced around at the ambulances. The rescue workers were preoccupied evacuating the residents of the apartment complexes. Perfect.

After a minute, DeWolff retrieved her phone from her pocket. “Sir? Good news, Sin-Eater won’t be bothering you anymore. Anything else you want me to make Spider-Man do?”

The chauffeur shut the limo door as Janice buckled her seatbelt. She smiled at the man seated across from her, who was putting away his phone.

“Well, aren’t you dolled up?” The man brought a pale hand to the jewelry on the girl’s wrist. “You look so much like your mother.”

“Thanks for the ride, Daddy,” said Janice. “I know the Bugle’s not your favorite place ever...”

“That’s nothing to concern yourself with, Janice.” The man grinned, revealing a set of teeth filed to points. “Anything for my little girl.”

Holy Matrimony

"M-Many a morning hath he there been seen, with tears... *aug-ment-ing* the fresh morning's dew, adding to clouds more clouds with- with his deep sighs."

Kong stood trembling beneath a stage light. Every so often, he'd receive encouraging nods from Glory just offstage, though not nearly as often as the discouraging ones he received from St. Devereaux, the sole audience member.

"But all so soon as the all-cheering sun," Kong continued, "should in the farthest west – *I mean east* – begin to draw the shady curtains from-" His eyes flitted to the script in his sweaty hands. "-Aurora's bed, away from light steals home my heavy son, and private in his chamber pens himself, shuts up his windows, locks fair daylight out, and makes himself an artificial night."

"*All wrong,* Mr. Kong. You have no style! You have no grace!" Devereaux's voice carried farther from his seat than Kong's did from the stage. "You are supposed to be fearing for your son's mental health. Where's the *passion?*"

"I- I dunno," Kong managed, looking from his teacher to his script. "Uh, black and por-*portentous* must this humor prove, unless good counsel may the cause, um, remove."

Devereaux sprang to his feet. "Your beloved child has locked himself in his room for hours on end, spiraling into the deepest trenches of depression! Imagine how you'd feel if such a thing were to happen to someone you really knew!"

"Gwen? I thought I heard you up." Peter scarcely waited for Gwen's reply before barging in. The sight before him left him taken aback. "*Oh, Gwen...*"

It was a clear struggle for her to so much as sit up on the mattress. Her shiny gold hair had been reduced to a frizzy mess, her glasses were who-knows-where, her eyes were almost as baggy as the black t-shirt and sweat pants she had on, and judging by the guestroom's scent, she hadn't showered in days. Some sunlight was trying to enter the room, but the curtains wouldn't allow it.

"P-Peter..." She sounded worse than she looked. "I'm sorry."

"*What's wrong?*" Instantly, Peter was at her side, squeezing her arm tight.

"I can't *do* anything," said Gwen. "Except sleep. Can't read a book or check my phone or- or go to the bathroom." Her voice dissolved into a moan. "*Your aunt went to the store and I was alone for hours-*"

"*You're gonna get bed sores.*" It took Peter a conscious effort not to hug her to death with his spider-strength. "You can't keep doing this to yourself, Gwen. I feel up to going to school today, and I was hoping you might, too..."

Gwen's head shook with enough violence to startle him. "I'm sorry. I'm sorry, Peter. There's going to be *people* there and criminology is canceled and everyone in the *whole school* knows why and they'll want to *look* at me and *talk* to me, and I- I-"

"*Shh… It's okay, Gwen. It's okay...*"

"*Oh g-god...*" Her voice was muffled by Peter's shoulder. "*You're the only good thing left in my life.*" But Gwen had to pull back to avoid getting snot all over him. "I-I'm sorry," she said for the

umpteenth time. “I know you and Eddie dealt with this when you were little kids. You must think I’m-”

“I think you’re in pain right now,” Peter cut in, “and absolutely none of it’s your fault, and you’re handling it the best you can. The best anyone could.”

There was a moment of silence, followed by a moment of sniffling.

“I saw you catch that Sin-Eater guy on the news yesterday,” Gwen finally said. “I’m glad you’re saving lives. It’s the only thing that makes *sense* anymore. You have a purpose. What do *I* have?” Another sniffle. “I’m a senior already, and I’ve got no idea what to do with myself. I don’t think I can- can *withstand* college right now, but if I don’t go right out of high school, I’ll lose so much scholarship money...”

“You don’t have to worry about that,” Peter said as smoothed Gwen’s hair. “Once we’re both eighteen, we’re gonna get married, and- and then I’ll take care of you and Aunt May with my Avengers paycheck. You won’t have to go to college until you’re ready-”

He was cut off by the last sound he’d expected out of Gwen’s mouth right now – laughter.

“You want to *marry* me?”

“Well, yeah.” Now Peter was being the bashful one. “Of course. Why wouldn’t I wanna marry the woman I love? I mean, if… you want that, too?”

Suddenly, Gwen’s face was significantly closer to his own. “More than anything.”

Gwen’s mouth tasted a lot saltier than usual, but maybe now wasn’t the best time to point that out.

“Peter? Gwen?” There came a rap on the door, caused the two to split with a sound like a plunger. “Could you come to the living room? We need to talk.”

“Coming, Aunt May!” Peter turned his attention back to his girl. “Want me to carry you?”

Gwen hesitated, then said, “I’d like that.”

A minute later, Peter was depositing Gwen on the living room sofa. He had to at least pretend to struggle with her so as not to arouse Aunt May’s suspicion.

“*I’m not THAT heavy*-”

“*Sorry, sorry...*”

The lady of the house was seated in her favorite armchair, her glasses resting on the nearby lamp table. It was dim in here – The sun was only half-risen. Normally, Peter would be sleeping in, but he’d made himself promise to drag his butt to school.

Peter sat beside Gwen and held her hand, though doing that in front of Aunt May still made his cheeks hot. “What’s up?”

“Well, first off, I suppose you ought to know...” May took a breath, then said, “the man who- who murdered two of our loved ones… Walter Hardy… He’s dead. A vigilante broke into the police van. I didn’t want to trouble you two with it before the funeral.”

Oh, right. Time to bust out his acting chops. “Seriously? W-Well, that’s kind of a relief, isn’t it? I mean, obviously, he deserved a fair trial and all, but at least he can’t hurt anyone ever again,

right?"

"I suppose." May steadied her fingers. "But this city's grown so violent this last year. And now we have these super-people taking the law into their own hands?" She looked back up at them, eyes quivering. "I watched a documentary about mutants. Some of them can kill you just by looking at you! It sounds like crazy science fiction, but they have it on video..." She faltered. "Your school's been attacked by supervillains and robots and who knows what else. I wish we could move somewhere far away from all this, but we can't afford it right now."

May turned her attention to Gwen. "Which brings me to my next point. Gwen, dear, I've been speaking with your aunt and uncle, and we agreed that it wouldn't be healthy for you to move to England with them. You need a familiar environment."

"Thank you," Gwen said without inflection. "I didn't want to leave, anyways."

"But this also means..." May took another, deeper breath. "...until you turn eighteen next August, I'll be acting as your legal guardian. I want you here with us." She managed a smile. "As far as I'm concerned, you're family."

"Mrs. Parker…" A smidge more emotion crept into Gwen's voice this time. Peter smiled and held her tighter.

"But as long as you're living here-" Even without her glasses, Aunt May could give the both of them a wicked "stern schoolteacher" look. "*-no hanky-panky, you two*. I mean it."

"Yes, ma'am!"

"Of course, Mrs. Parker!"

Peter's and Gwen's eyes locked only a moment before darting away, but that moment was more than enough.

"Oh, and that reminds me, I have one last piece of news to share." May sat up straighter in her armchair. "In light of everything that's happened lately, you don't have to meet him anytime soon, but I feel the two of you should know..."

Peter's blood went cold. *Him?* Oh god no.

"I'm seeing someone." The words echoed like church bells at an execution.

"Congratulations." Gwen smiled at May. Was Peter the only one devastated by this? *Why was he the only one devastated by this?*

"Someone who's brought me a great deal of comfort lately, in light of… of everything."

"What's he like?" asked Gwen.

"Well…" A strand of white hair twirled around May's finger. "…he has a wonderful personality."

A shudder rocked Peter's body, earning him looks from the other two. "Sorry. Pavlovian response."

"Go, girl, seek happy nights to happy days!"

Peter arrived in Midtown High's auditorium right in time to watch MJ's audition. He'd never in

his life thought anyone could make Juliet's nurse seem sexy.

At Peter's entrance, though, half the student body dropped what they were doing to run up to him.

"Tiger!" MJ was, of course, first in line. "Good to see you. Is Gwen okay? She's not answering my texts."

Peter gave a strained smile. "She needs more time, that's all."

"Yo, Parker!" Flash was next in line – Nobody dared cut in front of the dude in a wheelchair – with Sha Shan hovering behind him. "I'm sorry about what happened, man. Captain Stacy probably would've been your dad-in-law once you and Gwen got hitched and had geek-babies."

"*Flash.*" This earned him a nudge to the ribs courtesy of his girlfriend.

"Sorry, sorry. All I'm saying is, Gwen's dad was the coolest guy ever. Besides Spider-Man, of course." But at this, Flash's face soured. "Can't believe the stupid Bugle's blaming Spidey for what happened. That's a new low for them."

Suddenly, Peter empathized with Gwen's decision to stay home. "Y-Yeah, maybe," he said. Then, in a voice only he could hear, he added, "Or maybe for once… they're not wrong."

Back on the stage, Seymour O'Reilly, one of the only kids to continue auditioning, suddenly read out:

"This day's black fate on more days doth depend. This but begins the woe others must end."

Returning to high school hadn't exactly been fun, but Peter was glad he'd done it. Now all he had to do was convince Gwen to come with him next time. He knew how tempting it was to stay in bed all day, but the best way to deal with this kinda crap was to push yourself back into routine. Keep taking life one step at a time. Peter supposed he was used to dealing with death, sad as that was to admit.

Speaking of routine, with class over, Peter made his way into the office of the Daily Bugle.

"Hey, Miss Brant." He walked over to her desk, though he frowned when he caught sight of her. "Is something wrong?"

"*Oh,* Peter, hi. Didn't see you there." Miss Brant had nearly dropped her phone in her coffee. As awkward as things had ended up between them, she was still kind of adorable. "I'm fine. Ned's trial isn't going well, that's all..."

"What? That thing's still ongoing?"

Miss Brant sighed. "That's the legal system for you."

"Well, I hope things work out for Ned." Peter looked over at Jameson's office, where he could make out the faint sound of a threat to fire someone in four-point-three seconds. "I don't suppose the Jolly One's got my paycheck yet? I risked my neck getting those Sin-Eater pics."

For once, Peter wasn't lying. Lately, he'd rigged up his camera inside his belt so he could take pics mid-combat. The shots were superb, but he had to be careful not to make it too obvious. One of these days, Peter swore he was gonna hand Jameson a pic with a fuzzy red thumb in the corner.

"I'm not sure. Let me ask him." Betty turned on her intercom, but its reply was drowned out by

the sudden sound of screaming.

“Huh? What?” Of course, heated arguments weren’t exactly uncommon in the newsroom (Ben Urich had nearly stabbed Foswell with a pen once during a debate on whether to use passive or active voice, and then the dude really would’ve needed to wear an eyepatch). But what Peter wasn’t used to hearing was the heated argument of a younger, less sourpuss-ey voice.

“Dad, come on, he’s been out of the headlines for months! I just forgot about him! Her family name was the last thing I was thinking about-”

“I’m sorry, son, but I don’t care,” said a deeper, wearier voice. “You’re not going near her, and that’s final.”

“I’m not a little kid, Dad!”

“Seventeen’s still underage last I checked! You live in *my* house, you abide by *my* rules.”

Back at her desk, Betty brought a palm to her forehead. “They’ve been at this since last evening,” she told Peter. “I actually miss Jameson’s screaming.”

“How do you even know he’s really dangerous?” Rand snapped. “What if the Bugle’s wrong and he’s *not* the Big Man?”

“Well,” came Foswell’s tiny voice from the sidelines, “I did kind of stake my entire career on that...”

Mr. Robertson gaped at his son. “You think he’s harmless. Is that it, boy? You think *Tombstone* is *harmless?*”

Peter could testify on that point, but he opted to keep his mouth shut.

“Let me show you how ‘harmless’ he is.” All of a sudden, Mr. Robertson was tearing off his own jacket. The whole office was left gawking at him – Betty even gasped.

It was thick and pink, and it trailed from Mr. Robertson’s wrist to his elbow. He’d taken his arm out of his dress shirt’s sleeve to give Rand a good look at.

“*Whoa*. Dad, I never- H-How long have you had that?” Rand was more taken aback than anyone.

“Since junior year of high school,” said Mr. Robertson. “Tombstone and I attended one together in Harlem in the Eighties. Back then they called him Lonnie. Kids there hated him because of his skin. Because it wasn’t dark enough. Every time the teachers weren’t looking, they’d take turns hitting him.”

Really? Peter knew all too well that being treated like a freak wasn’t fun. Peter was tempted to say he felt sorry for the guy.

“I stood up for him,” Mr. Robertson continued. “I told a teacher what was going on, and *this* is how Lonnie repaid me. Because I made him look weak, he said.”

Wait, never mind, false alarm.

“After that, Lonnie dropped out and joined a gang, and people started calling him a different name.” Mr. Robertson’s eyes narrowed. “Tombstone. Because that’s all that’s left after you cross him.”

“Well, uh...” It took Rand a second to devise a suitable reply. “He- He doesn’t really seem like a gang member anymore-”

“He’s gotten real good at *pretending* to be part of high society,” cut in Mr. Robertson, “but I promise you, son, if you knew a fraction of the things that man’s done behind closed doors, you’d keep *far away* from him.”

“I- But I-” Rand was running out of steam. “I love Janice. I mean that.”

At this, Mr. Robertson let out his heaviest sigh yet. “I’m sorry, Rand, but I really don’t care. You’re to end all contact with her. Your mother and I’ll be monitoring your phone. Call or text this girl again, and you’re grounded. And if you sneak out to that fancy-smancy yacht party and Tombstone doesn’t kill you...” He leaned in close enough for Rand to feel his breath on his collar. “...then *I will*. Do I make myself clear?”

It looked like Rand might yell back, but instead all he said was, “Yes, sir.”

This seemed to knock some of the fight out of Mr. Robertson. “I really am sorry,” he said, “but if Tombstone ever realized that his daughter’s boyfriend is the son of one of the men who helped halt his criminal empire last Valentine’s Day...”

“Yeah, yeah, I get it.” And with that, Rand slinked to the elevator, hands in his pockets.

There was a brief moment of silence, and then every single staff member abruptly returned to work.

“Glad that’s finally over,” muttered Betty, taking a sip of cold coffee.

Peter’s eyes lingered on the elevator as Rand vanished behind its doors. Anything involving Tombstone earned a spot on Spider-Man’s radar. Rand wasn’t usually the hothead type, but still, maybe the Web-Head type ought to keep an eye on him?

“Is she a Capulet? O dear account! My life is my foe’s debt!” Flash paused, then blurted out, “*Geez*, my character’s sappy! Can we rewrite this so he’s less stupid?”

It was easy for Dad to dismiss Rand’s feelings. He’d never had an obstacle between him and his love before. Everything had always worked out perfectly for him and Mom. Dad could never understand. He could never get that Janice was smart and funny and insightful. Maybe it was just because her own life was so glamorous that his seemed banal in comparison, but Janice had never once cared that Rand was a football player. To the girls of Midtown Magnet, that was all Rand was.

Rand risked leaving his hiding place among the hedges, then tilted his head skyward. The Lincoln’s penthouse was at the top of a dizzying marble skyscraper. In the moonlight, it almost looked like a giant gravestone, fittingly enough. More importantly, it had a ritzy balcony jutting out of it. And most importantly of all, a gorgeous girl was standing at that balcony, gazing over the railing at the Manhattan skyline. She looked like an ant from all the way down here, but there was no doubt in Rand’s mind it was her.

God, she was beautiful. Sometimes her face was all Rand could think about. Of course, the other times, all he could think about were her-

Bzzzzzzz. Rand brought his phone to his ear.

“Randy?” came the pretty voice from the other end. “That you down there gazing up at me, or is it just one of my stalkers?”

Despite his best efforts, Rand grinned. “Both.”

“One sec, sweetie, I’m coming down there.”

“Janice, wait-” She’d already hung up. Rand rubbed his palm against his shaved head. Great, his wonderful girlfriend had just earned him a grounding. Well, surely his dad would understand that he’d had to call her one last time to break up with her? *Break up*. The thought formed a pit in Rand’s stomach.

Janice emerged from the skyscraper sooner than Rand had expected. She told her bodyguards to hang back, then sprinted across the grass. She was hugging him before Rand had time to react.

“What’s with the visit, Randy?” Janice showed off her perfect white teeth. “Couldn’t stand to be away from me another minute?”

“Janice...” Rand’s head drooped. “I’m sorry, but my dad told me to break up with you. He hates your dad so much, he doesn’t want me coming near you.”

To his surprise, Janice laughed. “What, you always do what Daddy tells you?”

“I’m serious, Janice. If he sees I’ve kept in contact you, he could pull me off the football team-”

“I’ll buy you a disposable phone, genius.” Janice gave his arm a punch. “What your dad doesn’t know won’t hurt him. C’mon, man, don’t let yourself get all upset right before my epic yacht party-”

“How am I supposed to come?” Rand snapped. “You don’t think he’ll get suspicious if I’m gone all weekend?”

“Ah, right...” Janice pondered this for a moment. “Eh, I’ll just have my dad pay him off. That usually works.”

Rand’s brow creased. “Somehow I doubt he’ll want Tombstone’s money.”

“*Don’t call him that.*” The sudden fire in Janice’s voice made Rand flinch. “I know my dad used to be a bad person, but that’s not who he is anymore! He changed...” She faltered. “He changed when he had me.”

“I see.” For a while, there was silence. “Man, I had no idea you were his daughter, though. If you don’t mind me saying, you really don’t look like-”

“Albinism can skip a generation.” Janice paused, then added, “And the pointy teeth aren’t genetic, for the record. He filed them back before he cleaned himself up.” She smiled to herself. “When I was little, I thought he was a shark. I like to tease him about it.”

“Oh.” More silence. “And you’re really sure he’s not the Big Man?”

“Don’t you get it, Rand?” Janice met his eyes. “My dad’s, like, the greatest citizen in New York, and the Daily Bugle hates his guts, probably for the same reason it hates Spider-Man. People like Frederick Foswell are always looking for new scandals to profit off of.” Next, she squeezed his hand. “I knew your dad worked for that rag when we started dating, and I didn’t let that stop me from loving you.” And next, she squeezed something else. “Don’t you feel the same way?”

Rand stared at her. “Yeah,” he said. “I do.”

They remained there for several more minutes, but those were the last words they spoke to each other that night.

Of course, Rand and Janice weren’t aware of the red-and-blue voyeur on the penthouse wall. Okay, it was officially time to stop invading their privacy.

It hadn’t been for nothing, though. Now Spidey knew that Rand was planning on going to the party after all. Peter couldn’t honestly say he’d have done any different back before he learned about great responsibility and stuff. But if Rand would be at that party this Friday, then so would Spider-Man. He couldn’t let any other friends get hurt, especially not by a creep like Tombstone.

Spidey fired a web and swung off, doing his best to ignore the sounds of slurping and smacking from the ground below. When he and Gwen made out, it was super hot, but when other people did, it was just gross.

“Alas, that love, whose view is muffled still, should, without eyes, see pathways to his will!” Flash hesitated, blinking. “The heck does *that* mean?”

“It means love can make you do things you don’t wanna do,” said Sha Shan from offstage.

“Whoa.” Flash’s eyes went wide. “Shakespeare was a genius!”

Propitiation

Her beautiful city had become a pile of flaming, tank-tread wreckage. Grandpapa had warned her to stay away from the windows, but she'd risked enough of a peek to at least learn that much.

The girl huddled nearer to the old man. "Tell me the story again, Grandpapa." The cold was not the sole reason her voice shook. "The one with the boy."

Grandpapa nodded slowly, then recited, as he had countless times, "I hadn't believed the stories before I came there, but by the time I left Auschwitz, I had a story of my own to tell. We had been ushering the prisoners to safety. At first, everything had been normal – Well, as normal as things could get in those days. But then, one of the men of our Wild Pack discovered a hidden doorway. It lead out to a staircase, taking us deep, deep below the compound into a new room. A prison cell, more like, made of solid stone."

The girl looked into Grandpapa's eyes. He wasn't with her anymore. He was back there, in that secret prison.

"And in that cell was a boy. A little boy, no older than you are now." Grandpapa stroked her hair. "He took one look at my men and started screaming. Now, that wasn't so unusual, except that as he did, our guns flew out of our hands, as if there was a strong wind. And not just our guns, but our dog tags, pieces of our armor, the fillings in our teeth… they all began swirling around this boy like a hurricane. I thought we were going to die. I was still a boy myself, back then."

He paused for a moment, then said, "But this boy wasn't skeletal like the others. In fact, he was probably the only person we met that day who was well-fed. Best we could figure, the Nazis had wanted to use him as some kind of weapon." He trailed off.

The little girl tugged at his sleeve, her brow creasing. "Finish the story, Grandpapa."

"Ah, yes, of course." The old man chuckled, then continued, "I thought we were going to die, and we probably would have if the Howling Commandos hadn't arrived when they did. And at the head of them all, well, there *he* was."

The girl held her breath.

"When you see him in the propaganda films, you think his costume looks silly," said Grandpapa, "but if you're lucky enough to see it up close, it looks- Well, it looks *right*. I think because *he's* the one wearing it. He wasn't scared. Not for a second. He simply raised up his shield to protect himself from the whirlwind of metal, walked towards the boy, and with three words – '*Ich bin hier* ' – calmed him down. All that metal fell back to the floor like nothing had happened." Grandpapa smiled to himself. "Rogers had that effect on people."

The girl smiled, too, but then she grew pensive. "Why did he speak German and not English like the other Americans?"*

"Rogers could speak many languages," replied Grandpapa. "He was incredibly smart – just like you." He patted her head again.

**The current conversation is translated from Symkarian for your reading pleasure. – Ed*

The girl mulled over this for a moment. Finally, she said, "It's a great story, Grandpapa, but..." She bowed her head. "...it's not real, is it? All these marvels... Captain America, the Sub-Mariner, the Human Torch… They're nothing but propaganda and- and tall tales made up to inspire hope,

aren't they?" She shut her eyes. "It's alright, Grandpapa. I'm old enough now to know the tr-"

"*It IS real.*"

The girl flinched at his voice. Up until now, they'd been whispering. She'd expected him to be upset, but not like she'd just murdered his best friend.

"It's *real*," Grandpapa repeated. "All of it. Captain America was the greatest man I've ever known."

"*Then why isn't he here to save us?*" the girl snapped.

"He's dead!" Grandpapa snapped back. When he saw the look on her face, he faltered. "I'm sorry. I didn't want to tell you, but that's how the story ends. He was blown up by Hydra. They lost the war, but they won that battle." His eyes glazed over again. "Hydra's still out there, hiding, quietly spreading the teachings of the Red Skull, and I can't rest in my grave until I know every last one of those Nazi sons of bitches are in theirs, too."

Now the girl's face was somber. "Grandpapa, I promise-"

The rest of the sentence was drowned in fire and noise. She was prisoner in her own body, forced to watch the rubble bury Grandpapa until she was finally, mercifully, able to open her eyes and remember that she was a grown woman with her head on a pillow.

"Sable? Sable?" A man was shaking her bare back. "Wake up, Sleepin' Beauty."

"Ugh..." Sable pulled herself upright, rubbing her eyes.

The man frowned at her. "Symkaria again?"

Sable nodded.

Sunlight was pouring in through the reinforced windows of the Manfredi safe house. The view of Manhattan was gorgeous, but Sable couldn't take her eyes off the view lying beside her.

"It's okay, princess, it's okay..." He kissed her neck. "I'm here now."

Sable sighed. "How do you keep ending up in my bed?"

The man replied with a grin, making his head look perfectly square-shaped. "Trade secret." Alright, Sable admitted it, she had a thing for older men. Heck, she'd even grown to appreciate the flatness of his head. He was beautiful, and Sable was the only person on the planet who realized it.

"You ever think about leavin' all this behind?" Hammerhead gazed into her eyes. "Forget usurpin' the Big Man. So what if your daddy groomed you for it? It ain't worth the trouble no more."

Sable smirked at him. "I don't remember you grooming me for anything."

"Very funny."

Hammerhead was right, though. Sometimes, Sable still questioned the chain of events that'd led her to Manhattan. Silvermane had been making an arms deal with the Symkarian rebels when he was attacked by mercenaries, and Sable had sniped every last assailant with a rifle she'd scavenged. Silvermane had been impressed enough to adopt Sable and raise her as his heir. She'd been six.

Hammerhead grinned at her, then continued, “We could board a plane tonight. Just say the word, and we can go back to Symkaria, fulfill that promise to your granddaddy.”

Sable raised an eyebrow. “You sure you want to make that commitment, Hamster? We’ll probably hate each other again by the end of the week.”

“Then I’ll savor every minute o’ this.” He pulled her face nearer to his.

Sable laughed, pulling back. “Funny how we reignited things *right* when you needed a place to hide from Tombstone’s hitmen, and now *suddenly* you’re all gung-ho about returning to Symkaria.”

“It ain’t like that, princess.” As he spoke, Hammerhead rolled on top of her, pinning Sable’s arms to the bed.

She couldn’t break free of his grasp if she tried. The thought made Sable’s heart beat faster. “Or maybe it is like that, and I just don’t care anymore.”

Their lips were some of the many parts of them that met.

“Oh, she knew well thy love did read by rote, that could not spell.” Immediately upon finishing his line, Kong gave Devereaux a hopeful stare.

“Very well, Mr. Kong.” Devereaux strummed his fingers against his armrest. “You can be Friar Lawrence. I suppose it’s the least melodramatic role, anyhow...”

Peter yanked his jacket’s hood farther over his head to protect himself from both blustering winds and airborne litter. Normally, he’d be eager to swing home – The winds gave him some incredible boosts – but whatever fluid remained in his web-shooters would have to last to his next paycheck. Besides, if he didn’t work out his legs sometime, he was gonna end up top-heavier than Venom.

Peter wished he’d at least had a companion to make the trek less lonesome. Gwen was still struggling to leave bed, and Peter wasn’t sure pushing her about it was a good idea.

And speaking of ‘lonesome,’ Peter was still reeling over Aunt May’s boyfriend announcement. He knew he was being totally selfish and Aunt May deserved to be happy, but Peter didn’t think he was ready to stomach the sight of another man at Uncle Ben’s spot at the breakfast table, eating his toast and drinking his orange-

“*Other kids I know start their day with orange juice, but me? I get yelled at by a hundred-foot tall CRANKY-PANTS!*”

“What the-?” Just as he reached the subway entrance, Peter did a double take. In the store window near the stairs was a television, and surrounding that television was enough red and blue to make his head spin. Action figures, bobbleheads, Pez dispensers, Legos, and even a “Spider-Mobile vs. Thanos-Copter SHOWDOWN” playset.

“What? How?” Peter was nothing short of flabbergasted. Sheesh, he knew Cap had offered him a spot on the team when Peter hit eighteen, but had the Avengers started pushing merch of him already? No, no, that couldn’t be right. They wouldn’t have done it without asking.

The television cut to cartoon footage of Spider-Man fighting some obscure, overdesigned supervillain. The animation was decent, but the fighting seemed a bit stilted compared to some past action cartoons.

“You’re TOAST, Wall-Crawler!” bellowed the villain as he flung a fireball at our hero. The cartoon Spider-Man promptly transformed into a literal piece of toast.

In the span of a second, Peter had gone from feeling flattered to having his intelligence insulted.

“This villain is tough!” said the cartoon Spidey. Sheesh, could they *get* a more shrill voice actor? “But he’s no match for my SPIDER-CYCLE!” He zoomed up the side of a building riding a two-wheeled toy commercial.

“*Why would Spider-Man need a motorcycle?*” He’d meant to resume his walk into the subway, but instead Peter found himself yelling at the screen. “*He can already web-swing to places!*”

“You’re probably wondering why I need a motorcycle when I can already web-swing to places,” narrated the cartoon Spidey. “Well, that’s because it saves money on web-fluid.”

“Oh.” Peter’s eyes traveled to the half-empty web-shooters hidden beneath his sleeves.

He was about to give the cartoon makers props for realizing his webs weren’t organic, but then he spotted the “Spider-Man’s Web-Shooters EXACT REPLICA” Silly String shooters displayed prominently among the merch. Great, now some stupid kid was gonna jump off a roof with those things.*

**DON’T DO THAT! YOU WON’T REALLY BE ABLE TO WEB-SWING! YOU’LL JUST FALL ON YOUR BUTT AND ALL THE OTHER KIDS WILL LAUGH AT YOU AND IT’LL BE HORRIBLE AND YOU’LL CRY! Or... so I’ve heard. – Bountiful Bandragoness*

“Hey, teammates!” The camera panned down to the street to reveal four other superheroes that the real Peter had never seen before in his life, all of whom appeared to be lounging around on their phones. “Why don’t you give me a hand with this villain?”

“Nah,” said the teammate with a bucket on his head. He idly scratched his butt.

By the end of the episode, Spider-Man learned a valuable lesson about being more patient with his teammates and how he shouldn’t under any circumstances be a jerk to them. Okay, yes, Peter watched to the end, but only so he could feel more justified in his fury. This- This abomination couldn’t stand any longer. By jove, the REAL Spider-Man was going to do something about it!

Peter scurried off without noticing the two guys behind him, who had also watched the episode to the end.

One of them, a big, bald black dude, turned to his thin, white, blonde friend. “Was that supposed to be *us* on that show?”

“Hey, *you’re* the one who sold our likeness rights for a quick buck.”

The man in the skintight suit held the slip of paper in his big, meaty hands. “So… all I have to do is sign this contract thingy, and I’ll get the money?”

“That’s right, pally.” Beside him in the ring, a mustachioed man in a wrinkled penguin suit patted the strongman’s shoulder. “Of course, there are a few, err…”

“Caveats?” finished a third voice.

“Ah!” The man in the penguin suit cried out, first from fear, then from joy. Above him, another

man in a skintight suit was descending into the ring on a web-line. "*Spider-Man!* I always knew you'd come back someday!" The man let out a good-natured belly-laugh. "I knew ya couldn't ignore wealth and fame for *too* much longer." Before the strongman could sign, the man in the penguin suit yanked the paper from his hands and shoved it in Spidey's masked face.

"Sorry, Sully," Spider-Man said tightly. "I'm not here for a new contract – I'm here to ask about my old one. Y'know, the one I *never signed?*"

"Uh, of course I remember." Sullivan Edwards straightened his bow tie. "What about it?"

"Did one of its 'caveats' happen to include merchandising rights, by any chance?"

"Oh yeah, the merch rights!" Sully perked up at the memory. "Funny thing, we didn't actually need you to sign the contract to get those from ya. When you hopped into the ring to take on Crusher Hogan, you implicitly gave us the right to air your fight on TV, and thus the right to sell merchandise based off of-"

"*Why you underhanded little-!*" Spidey's web-line bobbed towards him.

"But I don't got your merch rights no more!" Sully hurriedly added. "They were bought out a couple months back."

"Really?" This gave Spider-Man pause. "By who?"

"Gee, what was that guy's name again?" Sully strained to remember. "Real distinct appearance. Had kind of a vampire-shark thing going on. I think he was called Mr. Washington…?" He snapped his fingers. "No, I got it! It was-"

"L. Thompson Lincoln."

From behind his desk, Tombstone's eyes slowly traveled from the bodyguards webbed to the ceiling to the masked man standing below them.

"You really need to stop doing that," Tombstone deadpanned.

"Yeah? Well, you know what *you* need to stop doing?" Spider-Man pointed an accusing finger at him. "Selling toys with my face on them! That's- That's *my* face! Use your own! What, you're not confident Tombstone-themed Underoos will sell?"

"Ah, yes, the merchandise. I was wondering when you'd notice that." Tombstone folded his fingers together, keeping his gravelly voice even as always. "You see, ever since you brought the government down on me last Valentine's Day, I've required a more… inconspicuous source of income. Then, as if by providence, while my men were looking into your past, I learned that you made your world debut on a wrestling program." Slight traces of a smile appeared on Tombstone's pointy mouth. "The company was too incompetent to realize they were sitting on a gold mine, and so I took it off their hands at a bargain price."

"And now every penny of spider-merch sales funds your criminal empire?"

"I'll leave that to your imagination," said Tombstone. "But I will say that I find this situation fitting. You refused my generous offer to pay you, and so now instead, you're helping me *make* money. I was even able to snatch up the rights to a handful of D-list superheroes. Of course, they didn't sell at all until I packaged them with *your* toys." He leaned back in his chair. "I told you before, Spider-Man, the Big Man has nothing against heroes. The more people you save, the more crime you thwart, the more the public will buy your action figures – which reminds me, I was

serious about you needing to stop webbing up my guards. It will reflect poorly on sales." Tombstone shook his head. "My point is, if you want to dent my income, you'll have to abandon your ideals – in which case, incidentally, my previous offer to you still stands."

"Thanks but no thanks." Beneath his mask, Peter was glowering Tombstone to death. "As much as I hate to admit it, it doesn't sound like you're on the wrong side of the law for once. At least you're selling kids toys and not drugs."

"I do that, too," said Tombstone.

"OH *$%# YOU!"

Prolonged exposure to creeps was bad for Spidey's blood pressure, and so he dived out the nearby open window without another word, leaving Tombstone alone to brood. This development did, of course, mean war. Well, actually, Spider-Man had already declared war on Tombstone, so it meant *double* war.

Thwip. There wasn't a flagpole to grab onto, so Spider-Man was forced to use up some of his precious web-fluid to swing himself onto a wall. Dang it, now he wanted that motorcycle.

Stupid cartoon… Stupid Tombstone… Well, Spider-Man supposed it wasn't as bad as it could be. Once, Johnny had told him a horror story about the time Reed had needed cash to renovate his lab, so he'd sold the Fantastic Four's film rights to a buncha hacks.

A little over a year ago, Manhattan's fire department had strained its budget with a mandatory equipment upgrade to all units. Specifically, they'd replaced the firefighters' bolt cutters with a newer, unfathomably more expensive model made with trace amounts of an imperfect, synthetic adamantium. From what Tombstone understood, these stronger bolt cutters served only one purpose.

"Hold still, sir. We'll catch you." *Snip*.

"Gah!" The last bodyguard dropped from the ceiling into the arms of some firefighters.

"Spider-Man probably used the type of webs that dissolve in an hour," said the firefighter at the foot of Tombstone's desk, "but if he didn't, our website has a list of cleaning fluids that won't leave stains."

"No need to worry, officer," said Tombstone. "This isn't the first time Spider-Man's made a mess of my office."

"Sorry to hear that, Mr. Lincoln. There's a warrant for his arrest, but everyone knows the NYPD's soft on him..."

None of Tombstone's bodyguards were hurt, and so they and the firefighters soon filed out of the office, leaving Tombstone in merciful silence. For a moment, he simply sat in his chair, strumming his fingers. Truthfully, he had work to be doing, but the interruption has decimated his concentration.

Instead, Tombstone pressed a button on his desk's intercom. "Mr. Mason? Show me that merchandise you had for sale. I've had a change of heart."

A few moments later, one Phineas Mason, alias the Tinkerer, strolled into the room. As always, he had squarish glasses, a squarish lab coat, and even a gray, squarish goatee.

“I was hoping you’d say that, sir,” said Tinkerer in his somewhat effeminate voice. He set a briefcase on Tombstone’s desk.

“Spider-Man just invaded my private office *again*.” Tombstone’s fists clenched. “He may not represent a threat to my safety, but many other superhumans have been inspired by his vigilantism, and not all of them share his lofty ideals.”

“Ah, yes, I heard about Sin-Eater,” Tinkerer nodded. “All the more reason to hire yourself a super-mercenary bodyguard, I’d say. I’ve got just the thing.”

The briefcase popped open, and resting within was a round, metallic, silver-and-violet object slightly larger than a football. Its markings gave it the appearance of a bug hiding in its shell.

“Say hello to the Beetle armor.” Tinkerer gave it a proud pat. “You wear it like a backpack, and it unfolds to create an instant battle suit.”

“You already outfitted the Enforcers with battle armor,” said Tombstone. “It didn’t fare well against Spider-Man.”

“Yes, but I think you’ll find this armor to be far superior to the previous models.” Tinkerer counted off on his fingers. “It can alter itself to fit on all but the morbidly obese, it can be worn beneath clothing for the element of surprise, it comes equipped with an on-board AI so that even the most incompetent mook can pilot it, and, oh yes, it can fly and shoot laser beams.”

“So it’s one of the innumerable knockoffs of Tony Stark’s armors.”

“Well, essentially, yes,” said Tinkerer, “except that it’s packed to the brim with all the illegal weaponry that Stark swore never to use again.”

At this, a pointy smile crossed Tombstone’s face. “Let’s have a demonstration, then.” He buzzed his intercom again, calling one of the previously webbed-up bodyguards back into the office. “Mr. Jenkins?”

“You rang, boss?”

“Here.” Tombstone tossed the Beetle into his hands. “Put this on.”

“Uh… Sure thing.”

With a bit of instruction from Tinkerer, Jenkins was able to slip the Beetle armor on his back and, with a quick voice command, cause it to unfold around him. Each piece enclosed over his body, snapping and interlocking until every inch was covered. In an instant, Jenkins had gone from an average thug to a tall, steel-clad, silver-and-violet creature with a pair of antenna, bulging neon green eyes, and a set of four plasma wings of the same green color.

“Dang. I could get used to this.” The armor even scrambled Jenkins’s voice, adding a robotic quality to it.

“Now, then, ‘Beetle,’ before I purchase your new armor, I’d like you to take it on a test run.” As he spoke, Tombstone stood from his desk to gaze out the window. “You see, for the past several months, I’ve been searching for a certain target. A target that my spies have finally closed in on. And so I want you to bring me a hunk of adamantium-”

“Adamantium?” Even with the voice scrambler, the Beetle sounded lost. “Um, sure, I know a seller-”

"*-attached to Hammerhead's skull.*"

An armored car sped down the streets of lower Manhattan. Passerby likely assumed it belonged to the NYPD, but in actuality, the car's owners resided on the polar opposite side of the law.

"This is too easy." Hammerhead was seated in the car's storage area, his eyes on his lover's. "It ain't ever this easy with Tombstone."

"This baby can withstand a blast from Shocker." Sable banged on the wall to punctuate her point. "You worry too much, Hamster."

"Guess you're right. I'd like to see him *try* and attack us." Hammerhead patted the souped-up Tommy Gun in his lap.

"Oh, trust me-" Silver Sable patted her own firearm. "-this one doesn't shoot staples."

A moment of silence passed between them.

"So," said Sable, "ten bucks says he makes his move before we reach the airport."

As it turned out, the car didn't even make it to the Queens–Midtown Tunnel before something dented the roof.

"*Babe, get down-!*" Hammerhead instinctively shielded his woman from the rain of shrapnel.

A fresh hole had been blown in the impenetrable armored car, and looming above it was what appeared to be a giant, metal bug-man.

Sable scoffed at the sight of him. "What are you supposed to be?"

"The name's Beetle." Their attacker held a palm out at them, which started emitting a neon green glow. "And I got a severance package to deliver."

Thwoom. Now it was Sable's turn to tackle her man out of the path of a green laser beam. The attack blasted clean through the floor and into the pavement below, which was apparently enough to make the driver swerve into a building.

"What is it with this city and fruits dressed like bugs?" Hammerhead sprang out the car, followed by Sable. The two of them were quick to retaliate with their own weaponry.

Dink dink da-dink dink. Unfortunately, their bullets left nary a dent in Beetle's armor.

"Will you look at that?" The Beetle cackled to himself as he zipped into the air, held aloft by his plasma-wings. "Tinkerer's got an eye for quality!" The next second, he was swooping towards Hammerhead again, firing a nonstop barrage of green lasers from his fingertips.

Hammerhead dived out of the way in the nick of time, but the armored car wasn't so lucky – A stray blast set it ablaze. Even worse, this little tussle in the streets had resulted in a number of other cars swerving to avoid the chaos, meaning Silver Sable and Hammerhead were locked between a wall of flames and a traffic jam.

"Nowhere to run." The Beetle hovered in midair, prepping another palm-blast. "You shouldn't have left your girlfriend's safe house, freak. That mistake's gonna cost you." Hammerhead winced, Beetle's palm grew even brighter, and then-

"*Heads up!*"

-he was kicked in the face by a red-and-blue blur at the peak of its pendulum swing. Beetle's laser was sent into the side of a building, causing it to scatter rubble as opposed to Hammerhead's innards.

"Lemme guess... Butterfly-Man?"

The Beetle soon reoriented himself, aiming his palm at a certain spandex-clad do-gooder perched on the building across from him. "I'm a beetle!"

"Please don't tell me you want to hold my hand." Spider-Man dived off the roof to avoid the incoming laser blast. He landed next to the flaming car, taking the time to rip open the door and web-yank the unconscious Manfredi goons to safety before turning his attention to Hammerhead and Sable.

"Man, I hate bad guy on bad guy fights." A quick glob of web blinded Beetle, giving Spidey a second to chat. "I never know who to root for."

Hammerhead scowled at him. "Then why don't you butt out?"

"Oh, no need to thank me for saving your life. I just happened to notice Dung Beetle flying out of Tombstone's tower, that's all." Just then, Spidey's white lenses traveled from Hammerhead to the silver-haired strumpet at his side. "Wait, don't tell me you two are an item again?"

"That's always subject to change," Sable said dryly.

"So when I webbed you two together before, it *actually worked?* That's so sweet!"

"Looks like Beetle freed his eyes already." Sable fired a couple more rounds at the villain, but to no effect. "Our weapons are clearly useless, so why don't you fight him for us while we run away? You hero types love that kind of thing, right?"

"If I save you, can I be best man at the wedding?"

"*Just fight him*."

"Alright, alright..." Spider-Man bounded into the air, flipping around lasers until he'd landed a kick in Beetle's gut, knocking him into another building.

"I'm starting to see why the Big Man hates you so much." From his crater within the wall, Beetle brought his hands together to generate a glowing ball of plasma.

"Dude, is that a kameh-?" *Wham*. Spidey's sense scarcely had time to tingle before said ball slammed into him. The Web-Head was sent sailing, but his path was eventually blocked by a massive billboard looming over the battlefield – which, incidentally, depicted the cartoon Spider-Man holding up a beverage beneath the words "How 'bout a taste of SPIDER-PUNCH?"

Spider-Man groaned.

Sable ran as fast as her legs could carry her, but Hammerhead wasn't so speedy. She glanced back to discover she was a good few feet in the lead. But she also discovered that Spider-Man was struggling to free himself from a crumpled billboard… and that the Beetle was right on their heels.

"*Hamster, behind you.*" Sable shot Beetle's arm – She'd always prided herself on her aim – and

sent his plasma-beam cascading into another rooftop. For a moment, Sable allowed herself to think Hammerhead was safe.

But then the corner of the roof exploded, creating a meteor shower of stone and fire.

"*Hammerhead!*"

"Stay back! Princess, I-" The rest of the sentence was drowned in fire and noise. Sable was prisoner in her own body, and this time her eyes were wide open.

"*Joseph!*"

The next few moments were a blur. It was hard to focus on anything except the ringing in her ears. Beetle had flown off laughing – She distinctly remembered that. Off to report his success to the Big Man, no doubt. And at some point, Spider-Man had arrived to frantically claw through the wreckage, tossing aside hunks of concrete like they were hollow props.

"*No no no no no.*" Spider-Man muttered to himself. "*Not again. Not again.*" He tossed aside the last hunk, and for one beautiful second, Sable thought everything would be alright. There was his square head, those deep black eyes…

"Joseph! Joseph, I'm here!" She cradled him. Held him close enough to hear the words fighting to escape his lips.

"*Hey, princess, it's funny… My head's fine. Too bad 'bout… the rest...*"

"*Stay with me, Joseph. Don't do this. Don't-*"

She continued to hold him until the sirens hit her ears.

"Oh- Oh, God, I'm sorry." Spider-Man's voice came from somewhere behind her. Sounded like the kid was crying. "I called an ambulance for him-"

"He needs a *mortician*, you little idiot." Against her own volition, Sable freed her arms and spun to snarl at him. "Damn you! You and that *charlatan* calling himself Steve Rogers and- and every other self-professed hero in this godforsaken city."

She expected the kid to retort with his famous wit, but he remained silent.

After a moment, Sable retrieved her rifle from the pavement and wordlessly walked towards the center of the street – where a helicopter was touching down.

Out emerged a squad of armed men. "Miss Manfredi-"

"Shut up and get us out of here."

"But ma'am, where's Hammer-?"

"*I said get us out of here.*"

"Wait, you can't just leave-" Spider-Man tried to swing after them, but a barrage of bullets sent him scampering for cover until the copter was safely above the skyline.

Silver Sable stood at the window, watching the flaming wreckage beneath them shrink and shrink until she could almost convince herself it was insignificant. And there, at the forefront of it all, a little red dot was explaining everything to the ant-sized rescue workers emerging from their pea-sized ambulance.

Sable forced herself to look away. *Superheroes*. Like she was really expected to believe a man could survive frozen in ice for seventy years. Liars, every last one of them.

No matter how much of a boy scout he pretended to be, Sable knew the real reason Spider-Man saved people. She'd seen how much merchandise he sold.

"*A plague o' both your houses! They have made worms' meat of me!*" Flash bellowed his lines with enough force to tip over his wheelchair, causing Sha Shan to scramble across the stage to right it. "How was that?"

"Stick to being Romeo."

Backsliding

The only car on the Queensboro Bridge not busy honking at another car was a dull, yellow, beat-up Oldsmobile. In fact, not only were its passengers not honking its horn, they weren't making any noise whatsoever.

That is, until the white-haired lady in the driver's seat worked up the nerve to speak. "Do you want to talk about it?" She looked into the rear view mirror to see a blonde-haired girl huddled in the back. The girl had traded her ratty black t-shirt for her traditional glasses, headband, and salmon-colored jacket combo, and yet she looked no more like herself than before.

May allowed her question to hang in the air a while, then finally said, "Gwen, dear, I'm sorry, I know I shouldn't have pressed you to go back to school today, but... what happened? I've known you since you were in middle school and I've never heard anything but glowing praise from your teachers, and now- now you're *suspended?* Now you're *picking fights?*" She returned her focus to the road for a second, inching the car ever so slightly forward. "I want to help you Gwen, but I can't if you don't tell me what happened."

Gwen chewed her lip, careful to keep her eyes from meeting those of May's reflection. May thought she'd be met with more silence, but then Gwen muttered, "There was this girl… I heard her say 'cops are pigs.'"

"I see." Despite the heater blowing in her face, May shivered. "Honey, I know it's tempting to hit someone when they offend you. Trust me, I know *exactly* how that feels. Sometimes I think Anna Watson's brother could use a good-" She caught herself. "I shouldn't say that. But Gwen, solving problems with violence only begets more violence. If we did that, we'd be making the world a scarier place to live in." She returned her gaze to the mirror, and this time Gwen met it. "And then we'd be no better than that horrible Spider-Man."

Spider-Man felt horrible. The sun was setting, so it was utterly freezing on this rooftop, and he'd forgotten to wear his thermals, so for all intents and purposes he was buck naked – which only made him feel the same on the outside as he'd already felt on the inside.

It kept happening. First it was Mom and Dad, then Uncle Ben, then Norman Osborn, Flint Marko, Gwen's dad, Walter Hardy, Morbius, and now Hammerhead, of all people. And that wasn't even mentioning Eddie was in a coma, Flash was in a wheelchair, and Harry was back in intensive therapy overseas. At this point, it was hard to believe that Spider-Man had once held a perfect record at life-saving heroics.

Spider-Man leaned back against a smokestack, digging his glove-covered nails into his arm to keep from going numb. At least Gwen had agreed to go to school today. Granted she'd left halfway through according to a text from Aunt May, but it was a start.

Peter would give anything to be curled up on the couch with Gwen right now, but he'd promised Daredevil he'd meet him here at the outskirts of Hell's Kitchen.

After an eternity longer than he'd have liked, Spider-Man heard the patter of feet landing on the roof. He turned his head to discover a slender-yet-muscular dude in a devil costume with Donald Duck's initials printed on the chest. But Daredevil wasn't alone.

"Spider-Man." The stern-faced policewoman freed herself from Daredevil's arms while he retracted his cables back into his billy clubs.

“Hey, Captain DeWolff.” Spidey waved at her. “Wasn’t expecting to see you here.”

She didn’t wave back. “I’ve been in contact with Daredevil for a while now.”

“What?” Spider-Man brought a palm to his chest. “I thought we had something special!”

“The NYPD needs your help to stop this city’s gang wars. It’s… not something we’re eager to share with the public, but our officers just can’t deal with these problems the way you metahumans can.”

“Tombstone’s been regaining power ever since last Valentine’s Day,” added Daredevil. Poor guy was shivering way more than Spidey. Guess the cold really got to him. “The longer we wait to make our move, the less the feds will watch him, and the closer he’ll get to restoring his criminal empire to peak strength. We need to strike *now*, while he’s vulnerable.”

Spider-Man cocked his head. “Vulnerable? Tombstone? Dude crushed a pool ball with his bare hand once. If you kicked him between the legs, you’d break your foot.”

This earned him a hint of a smirk from DeWolff. “Everyone has a weakness, Wall-Crawler. Tombstone’s is named Janice Lincoln.”

“His daughter?”

DeWolff nodded. “Normally, Tombstone’s careful never to let anything slip that could be traced back to him-”

“Yeah, I had to dehydrate a turtle just to learn his name. True story.”

“-but tomorrow, he’s holding a yacht party for his daughter’s eighteenth birthday, and, at the same time, striking a business deal with Roderick Kingsley.”

Spidey scratched his chin. “What, is he getting Janice a lifetime supply of perfume?”

“Better,” said Daredevil. “He’s getting *himself* a lifetime supply of *super-mercenaries*. Kingsley’s offered to replace the service Osborn once provided.”

“Which means more animal-themed weirdos trying to kill me. Great.” Well, Kingsley *had* been one of the bidders at the Rhino suit auction, so it figured he was in the super-mercenary business.

“Tombstone doesn’t want to miss his precious baby’s birthday, but he also doesn’t want to delay the commission any longer.” DeWolff laughed to herself. “Idiot’s doing the deal *on the yacht*.”

“He thinks he’s invincible,” said Daredevil. “His kind always succumbs to hubris.”

Hmm, weird that the yacht party Spidey had learned about the other day was coming back into play so perfectly. The Baader-Meinhof phenomenon strikes again.

“Problem is, we only know about this because Daredevil eavesdropped on Kingsley,” said DeWolff. “And the testimony of some anonymous guy in a stupid costume isn’t gonna fly in court.”

“Right,” nodded Daredevil, “but if that guy in a stupid costume happened to, say, record an illicit business deal and then hand the tape over to the media, then that *would* be admissible in the state of New York.”*

**I’m pretty sure this isn’t true in real life, but let’s just assume the American legal system is a bit*

different in the Marvel universe. Trust me, it's more dramatic this way. – Blunderin' Bandragoness

"Oh, oh!" Spider-Man bounced in place. "Do we get to wear wires? I've always wanted to wear a wire!"

With their little chat over, Spider-Man swung as fast as his webs could carry him. Luckily, the trip from Hell's Kitchen to Midtown High was a straight shot across the skinny part of Manhattan. Peter dropped down behind an alley, tossed on a long-sleeve shirt and blue jeans, and then stuffed his mask and gloves in his backpack as he scrambled for the football field.

"Rand! Rand!" Peter caught the guy mere inches from his car.

Rand smiled at him, though a couple other players gave Peter funny looks (They'd never quite known what to make of him after he'd aced his first tryout and flubbed his second). "What's up, Pete?"

"I- Uh, sorry I didn't say anything sooner-" Peter had to pretend to be out of breath. His sprint had been a little *too* impressive. "-but I overheard that whole thing with your dad at the Bugle."

"Oh, that." Rand's face soured. "It's nothing you got to worry about, man. I'll be fine."

"Well, yeah, but I- I wanted to let you know that I'm totally on your side, and it really sucks that your dad won't let you go to Janice's yacht party, and, uh..." Peter trailed off. This was a bold-faced lie, for the record. Peter trusted the Lincoln family about as far as he could throw Wilson Fisk.

Rand raised an eyebrow. "Are you just saying all this because you want an invitation?"

Peter shrank. "I… wouldn't object to one..."

Luckily, Rand replied with laughter. "Alright, alright, you don't have to get on your knees." He slapped Peter's shoulder hard enough to make his spider-sense tingle a bit. "Janice is basically inviting anyone who friends her on Facebook, anyways. She won't even notice you."

"Cool! Thanks, man!" Peter thought a second, then added, "So can I expect to see you there, or…?"

"Yeah." The sudden look on Rand's face made Peter's sense tingle even harder. "But if I find out my dad put you up to this-"

"What? No way, I just-"

But Rand was just as quickly back to laughing. "It's alright, man, I know you're legit. You never could keep a secret." And with that, Rand entered his car, but not before adding, "By the way, nice Spider-Man socks."

Peter's face went as red as his footwear. *Not again.* Now his pulse really was racing. He'd finally done it. He'd finally flushed his secret ID down the toilet.

"Ha! My five-year-old sister's got a pair just like that!" yelled another football player. The remark had, apparently, drawn the rest of the team's attention.

"Hey, everyone!" bellowed Kong. "Puny Parker shops in the kid's section! Bwa ha ha ha!"

Oh. Peter's heart slowed back down. At least Tombstone's merch had done *something* helpful...

Curfew had ended half an hour ago, but Peter hadn't even noticed. The instant the door shut behind him, he blurted out, "*Howsgwen?*"

Aunt May had been taking a basket of laundry to the basement's washer, but she paused to give her head a dejected shake.

"What happened?"

"She made me promise not to tell you," said May. "The poor dear's sound asleep. Maybe she'll tell you herself in the morning."

"Yeah. Maybe." Peter's eyes fell on the locked door to the guestroom. He wished he had more time to be there for Gwen, but balancing the lives of Peter Parker and Spider-Man had been a struggle even when he was single. He needed to be up bright and early tomorrow to get the wire from DeWolff, and Gwen had gotten in the habit of sleeping to noon.

With any luck, though, Tombstone would be behind bars this time tomorrow, and with the Big Man gone, well, Peter would have all the time in the world for Gwen.

The night came and went, and the morning finally arrived where Peter found himself sitting in the lap of luxury. This thing made Mayor Waters's boat look like a pool toy – It was a wonder it managed to fit in New York Harbor. And that was just width. Height-wise, well, let's just say Peter could *web-swing* on this puppy.

But more impressive than the yacht's size was the fact that it was *crowded*. The sun deck was bigger than Peter's high school, and yet it was crowded. Rand hadn't been kidding about Janice inviting anyone who blinked at her.

It hadn't escaped Peter that a fraction of the money Tombstone must've spent on this thing's upkeep would let Peter, Gwen, and Aunt May live comfortably for the rest of their lives. And at any moment, all Spider-Man had to do to get that money was accept Tombstone's offer... Sometimes, being the good guy really stung.

Man, though, this place had everything. Jet skis, glass bottom boat rides, massive swimming pools both indoors and outdoors (heated to ward off the autumn chill), a bar on every story, hundreds of bedrooms all equipped with the latest video games… Peter would give anything to stay the full week, except that he'd cut more than enough classes this semester and he hadn't asked off of work – Peter *really* didn't need to be giving Jameson more reasons to fire him. And more importantly, Gwen needed Peter at her side tonight. Peter had no choice but to take the return boat to the mainland this evening with all the other losers ditching on the first day.

Plus, if he was gonna record Tombstone's and Kingsley's illicit deal, it was probably best to get off the boat as soon as possible. Spider-Man's neck wasn't nearly as sturdy as that pool ball… Peter fidgeted with the wire beneath his t-shirt and spandex.

It'd been getting colder lately, but September had enough sunny days left for one more cruise, Peter supposed. He leaned back against the railing and did a bit of people-watching. Man, look at all these kids talking and laughing with each other. When was the last time Peter had been that carefree? Maybe Daredevil had a point about Peter being awfully young for the superhero business. He'd been growing up at mach speed ever since the spider bite.

But then a duo passed Peter's eyes who were most certainly not kids – They were a pair of dudes

in their thirties by the looks of it, and their penguin suits made them stick out like sore thumbs against the crowd of millennials. Tombstone's goons, maybe? Peter thought it best to sneak after them, though he couldn't turn on his hidden camera until he was in costume, lest he inadvertently reveal his secret identity to the police.

One of the men was blond and pudgy, while the other was a thinner redhead. The redhead seemed to be fiddling with something as they strolled along, but it was hard to tell with their backs turned. A walking stick, maybe?

"So what's with the change of heart?" asked the blonde guy.

"What do you mean?" replied his buddy.

"What do you mean, what do I mean? Lincoln offered us a truckload of money to defend him last February, but you had to be all high and mighty about it-"

"I told you, Foggy, I don't defend bad guys."

"Well, you didn't have any hangups about us defending that sand dude."

"He was starving to death. The guards even taunted him with sandwiches-"

"And the rhinoceros?"

"They were letting Pym experiment on him."

"So what, you're defending Lincoln now cuz you feel sorry for him?"

"We've been over this, Foggy. The feds have been on his back for months now, and they still haven't found anything incriminating enough to-"

"Oh, c'mon, Matt, we both know why you're *really* doing this."

"W-What do you mean?"

"This is all a front for us to *sneak into this kickass party.* Race you to the buffet table!"

"Foggy, I can't *see* the buffet table."

"Eat my dust!"

The blonde guy only mockingly ran off before returning to guide his friend by the arm. It occurred to Peter that ditching the redhead for real might have been a little tasteless, given his impairment.

Peter thought about following them, but he decided against it. Didn't seem like they were directly involved in the deal after all. Hmm, what would Tombstone need with lawyers, though? What, were they the only people scummy enough to be his friends?

But it turned out Peter didn't need to follow them because a couple minutes later, he managed to spot another familiar face in the crowd. It was Rand, looking distinctly guilty and uncomfortable, and the gorgeous lady in the ritzy violet dress at his side was undoubtedly Tombstone's daughter.

"Thanks for coming, sweetheart." Janice gave Rand a quick smack on the lips, smearing her lipstick in the process. "I couldn't have enjoyed all this knowing you were miserable at home."

"I'm glad you're happy, but..." Rand was glancing around as if Mr. Robertson was fixing to spring from the shadows. "...my dad's definitely gonna kill me for this."

“Randy, I told you, you’ve gotta relax.” Janice got behind him to rub his shoulders. “You can worry about consequences when you’ve actually gotta face them. If your dad’s really gonna give you a hard time, then let’s make every minute of that worth it.” She shoved a champagne glass in his face. “Here, this’ll help you loosen up.”

“*Janice.* I’m not twenty-one! And neither are you, for that matter-”

“Oh, yeah, I’m *sure* the chaperones are being *super* careful to check all ten billion guests.”

“Janice… You’re starting to sound like Sally...”

But Janice was, apparently, too preoccupied wetting her whistle to notice the remark. She tossed the empty glass overboard and dragged Rand off by the arm.

Peter felt a little worse about stalking Rand, but it payed off – Eventually, Rand and Janet crossed paths with her dad.

“Daddy!” Janet dashed over to kiss his no-doubt clammy cheek. “This party is *amazing.* Thank you so much!”

“No need for thanks, my dear.” Was- Was Tombstone smiling? And was he hugging his daughter as if he was an actual human being with a sense of empathy and everything? Had Peter stepped into the Negative Zone without noticing? This was more than his poor little spider brain could process. “I only wish your mother was here to see what a beautiful young woman you’ve become.”

“Me, too.” At this, Janice grew somber.

Tombstone seemed to notice – Suddenly, he was ushering Janice off towards a massive stage set up at the back of the deck. “Follow me.”

Rand scrambled after them, and Peter scrambled after him, doing his best to make sure a red exclamation point didn’t pop up over any of their heads.

“What is it, Dad?”

“I want to show you your present.”

The curtains pulled back, causing Janice to squeal at a pitch only teenage girls are capable of. Onstage was a group of pretty boys led by a slightly-less-pretty girl. The crowd went wild at their appearance, but Peter didn’t recognize them – He was a bit too busy saving lives every day to stay current.

“Ohmigod, Dad, they’re supposed to be touring in England right now! How did you-?” Janice looked at her father like he’d parted the Red Sea.

Tombstone smiled again – a gesture that made Peter retch. “I told you, anything for my little girl.”

Back onstage, the lead singer announced over a mike: “This one goes out to the birthday girl, Janice Lincoln! You guys are gonna be the first fans in the world to hear our brand new hit single, inspired by real events! I call it ‘I Let My Baby Drive My Car!’” Behind her, the drummer started a beat, and the next instant the yacht was filled with pop music.

Eh, it wasn’t Peter’s favorite, but then again, after Hyno-Hustler, all other music sounded a little better to him.

Janice ran off to see the band up close – so close, in fact, that they let her on the stage as they performed. Rand, meanwhile, was left alone with old Toomby.

"So," said Tombstone, staring him down, "you're the one who's been seeing my daughter."

"*Y-Y-Yuh-Y-Yes, sir.*" Geez, Peter had never seen Rand so uneasy, even when the guy had spotted Gwen dangling from a balloon last Thanksgiving.

"Robbie's boy." The name made Rand flinch, but if Tombstone noticed his discomfort, he didn't let on.

"I'm sorry, sir!" Rand blurted out. "I know my dad helped print all that horrible stuff about you in the Bugle, but I don't believe any of it, I swear!"

"Interesting." Tombstone chuckled to himself. "Actually, your father is an old… *pal* of mine. Though what his paper printed about me is unfortunate, I bear no ill will towards him or his family. In fact, if you're looking for a job, I have a position available. I'm sure Janice would enjoy seeing you around the building more often."

"Really?" Rand's voice cracked, and that dude's voice was *deep*. "That's great! Thank you so much, sir!"

Peter fought the urge to spring out from the crowd and scream, "DON'T DO IT, HE'S EVIL!"

"What kind of job, exactly?"

"We can discuss the details later. You should focus on enjoying the party for now." And with that, Tombstone walked away. "It was nice meeting you, Mr. Robertson."

Peter would love to stay behind to give Rand a little heart-to-heart about Tombstone and the sleaziness thereof, but he had a mission. Peter scurried after the walking marble nutjob, always making sure to stay buried in the crowd.

Eventually, Tombstone came to a stop beside a familiar white-haired man. "Now then, Mr. Kingsley, I believe you wanted to discuss something with me?"

"Indeed I did," nodded the man. "But let's say we find a more private venue first?"

Peter's heart skipped a beat. This had to be it, and that meant it was hidden camera time.

Tombstone and Kingsley went off to a secluded part of the deck – By now, almost everyone was gathered at the stage. Following those two crazy kids was gonna be a mite trickier now, but Peter was on top of it. First he webbed up a security camera before it had the chance to spot him, and then Peter bounced over the ship's railing. Fun fact, Peter's butt could stick to walls, too. He could only imagine those little spider-hairs were not exclusive to his hands and feet, but he'd as of yet been unable to confirm this in his microscope.

Peter stuck himself to the ship's side so he could throw on the rest of his costume, webbing up his civvies in a cocoon. Spidey even webbed his camera to the rails – No reason he couldn't get Tombstone busted *and* make a little money from the Bugle at the same time.

Spider-Man turned on his wire, and then he crawled along the boat's exterior and waited. He'd expected Kingsley to say something to the effect of, "Psst, hey, you, wanna buy some super-mercenaries?"

But instead Kingsley cried out, "What's that?"

“Not one of mine,” said Tombstone.

Spidey’s spider-sense sent his head upwards. The crooks were no doubt referring to the white helicopter growing larger above the waves. And the closer it got, the harder Spidey’s sense buzzed.

Wait a tick, Spidey recognized that copter. He’d seen it before during the Rhino suit auction, where it had… fired a machine gun attached to its bottom. Oh boy.

As the copter got closer, a figure became visible hanging off its side – a silver-haired woman with eye black, a white combat suit, and a gun in her hand that looked like it belonged in *Ratchet & Clank*.

“*We were leaving this country, Tombstone.*” The music came to a screeching halt, replaced by Silver Sable’s booming voice over a megaphone. “*We were going to concede the title of Big Man to you, but you couldn’t let things be, could you? You killed the one I loved.*”

Back on deck, Spidey heard Tombstone say through pointy, gritted teeth, “You Manfredis *always. Make. Things. Personal.*”

“*And now...*” Sable aimed her weapon. But not at Tombstone. “*...I’m going to return the favor.*”

Salvation

Chapter Notes

See the end of the chapter for notes

You probably don't need to be told that Silver Sable had aimed her giant gun right at the pretty face of one Janice Lincoln. Janice was still onstage, making her stick out like a sore thumb. She didn't even have the mental fortitude to run for it – Poor girl was like a deer in the headlights.

"Happy birthday." Sable pulled the trigger, launching a missile the width of a basketball.

Oh crap. Oh crap oh crap oh crap. Losing Hammerhead had been bad enough, but Janice was *innocent*. Spoiled, yes, but innocent. The fact that he was surrendering his hiding spot didn't even cross Spider-Man's mind as he sprang back over the railing. That missile was fast, but it didn't have spider-reflexes. Spidey sprinted up a smokestack and fired his shooters, snagging the rocket mere feet from the stage. Spider-Man managed to yank it towards the ocean moments before it ripped the web-lines out of his wrists. The resulting explosion killed some unfortunate fish but no people.

"Are you out of your *mind*, Sable?" With that taken care of, Spidey wasted no time launching himself off the pipe, then firing a web onto the copter so he could tug himself skyward. "It is *after Labor Day!*"

Spidey landed next to Silver Sable on the copter's opened side, taking advantage of her surprise to kick her rocket-launcher into the ocean.

"You again?" But as it turned out, Sable was a formidable threat even without a weapon. The old spider-sense tingled, but Spidey was too winded from the journey up here to react in time. Next thing he knew, Sable busted out some kinda kung fu and knocked Spidey out of the copter. "Why are you always in my way?"

Then, just to be thorough, the helicopter's machine gun opened fire on him.

"I can't lie to you, Sable." Spider-Man had to do some quick midair contortions to keep from becoming Swiss cheese, followed by a blast of webbing over the turret. "I'm actually a figment of your imagination. Think *Fight Club*." He swung and landed onto the turret itself. The mix of the added weight and Spidey's punches were enough to rip the gun off the copter and send it plummeting to the deck.

Spider-Man didn't go with it, though, because he'd stuck himself to the copter's underside. Okay, he was safe for the moment. Now all Spidey had to do was figure out a way to bring down the helicopter without killing any of the people on the ground or inside the thing. Geez, the Punisher had it so much easier.

This was gonna be murder on the web-fluid budget, but Spider-Man had an idea. With a sudden leap, he sprang towards the top of the copter and unloaded a web-cartridge onto its blades. Naturally, the helicopter fell like a stone, but not before Spidey had time to use the cartridge on his other hand to spin a nice, comfy web between the deck and the smokestack.

Ker-SMASH. The web cushioned the fall, but it didn't stop the copter from crashing into the deck and shooting splinters every which way.

"*Ugh… I shoulda skipped the buffet table.*" Spider-Man pulled himself free of the wreckage. He didn't suppose it was too much to expect all the Manfredi goons to have been knocked out by the

crash?

“Don’t even think about moving!” As it turned out, a good dozen had remained awake, including Silver Sable herself. She’d freed herself at lightning speed, snatched one of her thug’s pistols, and pointed it at Spider-Man’s head before he’d even gotten his bearings. The rest of the thugs, meanwhile, poured out of the copter to hold up the screaming crowd. “Any last words, freak?”

“Yes, tell Jameson I’ve secretly loved him all along.” Spidey stuck his hands in the air. Alright, alright, this was fine. This was manageable. His spider-sense hadn’t gone off yet, meaning Sable was hesitating. All Spider-Man had to do was find an opening to web her gun, and- and… There was no opening. Even if he got Sable’s gun away, all her goons would just unload their own into the hostages. Spider-Man had nothing.

Crack. But someone else had something! A crimson blur darted across the deck, whacking mook after mook before they had time to blink. One of them tried to open fire, only to have his gun knocked away by a thrown billy club.

“Daredevil!” And, of course, Spider-Man seized the opportunity to backflip onto a thug’s shoulders and give him a good smack in the head. “Thanks for the assist!”

Daredevil was too focused on combat to respond. His fighting style was totally different from Spidey’s. Spider-Man fought like a drunken lunatic, bouncing around to disorient and outwit his opponent. It was kind of his own in-house fighting style he’d developed. Daredevil, on the other hand, fought like a ninja mixed with a ballerina mixed with an MMA fighter. Every move was quick, powerful, and deliberate. He struck each and every mook in just the right places to make them go night-night. Fighting alongside him kinda made Spidey self-conscious.

Between the two of them, the Manfredi goon were no match. But there was one person who’d fled the fight… Silver Sable was sprinting across the deck, making a beeline for the stage where a crowd was still gathered and where Janice was still cowering.

“*No you don’t.*” Suddenly, a new figure entered the chaos – It was Tombstone, and he was running faster than Spidey had thought humanly possible. He might’ve even caught up with Sable if his path hadn’t been blocked by more thugs. Of course, Tombstone went through them like a bowling ball through pins, but by the time he, Spidey, and Daredevil reached the stage, they were too late.

Most of the crowd was scrambling for the lifeboats, but Janice had frozen halfway down the stage’s steps. Pointing a gun at someone’s face has that effect on them.

Out of the corner of his eye, Spidey caught one other person lingering near the stage – Rand had taken cover behind one of the giant speakers, and he was cautiously peaking over the side to check on his girlfriend. *Idiot.* But Spider-Man didn’t have time to ferry him to safety right now.

From the looks of things, Tombstone was frantically mashing a miniature radio on his collar. “*Jenkins, where are you? What do you think I’m paying you for?*” His face… Spider-Man had never seen Tombstone look so terrified. It was unsettling.

Tombstone lifted his head back up. “Janice? Janice, listen to me, it’s going to be okay, dear!”

“Daddy?” Janice was trembling, both her body and her voice. “What’s going on?”

“It’s alright, dear. You’ll be safe.” Tombstone was trembling a bit himself. He looked over at Sable. “Manfredi, please, she has nothing to do with this. If you want to avenge your lover...” His eyes squeezed shut again. “...then you need to kill *me*.”

Silver Sable merely smirked at him. “Nice try. Maybe I can get you on your hands and knees next.”

Behind his mask, Peter’s eyebrow had sprung right up his face. He’d never thought he’d see the day Tombstone groveled to someone. Under less severe circumstances, Spidey would’ve felt a wave of schadenfreude.

“D-Daddy?” Even Janice seemed disquieted by her dad’s submission. “What did you *do* to this chick?”

Silver Sable laughed. “He hasn’t told you? Sweetie, your dad is the Big Man.”

“That’s a lie!” Janice snapped with sudden vigor. “The Daily Bugle made it up to sell papers!”

“Is that so?” Sable turned to Tombstone, though she kept her gun trained on Janice. “Tell her, Tombstone. Tell her whether it’s true or not.”

Janice’s gaze fell on her father. “Dad…?”

Tombstone closed his eyes. “It’s… It’s true, Janice. I am the Big Man of Crime.”

“Hmm, that’s a good start, but we wouldn’t want to let her think you’re only saying this under duress, now would we?” Sable gave her gun a little shake. “Tell your baby girl the whole story. Give her all the juicy details, the ones only the Big Man could know.”

Tombstone looked like he wanted to rip Sable in half, but he continued, “I had Sable Manfredi’s boyfriend assassinated after he double-crossed me.”

Janice took this in silently.

“And I carried it out,” Tombstone continued, “with a super-mercenary.”

Wham. In the blink of an eye, something violet and metallic dived in front of Janice. Silver Sable impulsively fired, but the bullet bounced right off. The thing swooped at her, forcing Sable to tumble out of harm’s way and giving Spidey and DD a chance to figure out who her attacker was.

“*Beetle*.” With the standoff resolved, Spidey could jump into action. “You’re not killing anyone else on my watch!” A flying kick redirected one of Beetle’s palm-lasers, making it hit a few inches west of Sable’s foot.

“Where do you think you’re going, birthday girl?” But the downside of Spider-Man’s heroics was that it gave Sable time to chase after a fleeing Janice. Sable fired more shots, but Janice dived through a doorway in the nick of time.

Sable dashed after her into the yacht’s interior. Spider-Man, Daredevil, and Tombstone gave chase, too, but they were put to shame by Beetle. He zoomed straight past the heroes with enough force to leave a gaping hole where the door had been.

So now Spidey, Double D, and Toomby were chasing Beetle who was chasing Silver Sable who was chasing Janice. Oh, what fun.

As they ran (with Spider-Man running upside down on the ceiling, naturally), Spidey gave Tombstone a death glare. “It never occurred to you to reschedule the party in light of the crime boss you’d ticked off? Or could you not stand to ruin your princess’s special day?”

“Beetle was *supposed* to be keeping watch over the boat,” Tombstone said tightly. “When this is

over, he and I are having *words*."

"We've got bigger problems," spoke up Daredevil. "When you crashed that helicopter, Spider-Man, it cracked the ship's hull. There's water flooding in at the lower levels."

"How-?" Spidey caught himself. Right, right, X-ray vision. "Okay, so now on top of rescuing Janice from Sable and Sable from Beetle, we've also gotta make sure all the people inside evacuate. Plus all those thugs we knocked out." He threw his hands up (or, uh, down, in this case). "And I didn't even get to draw Sable like one of my French girls! This is the worst shipwreck ever!"

"Is now really the best time for jokes?" asked Daredevil.

"Sorry. I quip when I'm nervous."

Now that DD mentioned it, the floor was getting awfully slanted. And as they descended further into the depths of the boat, the floor grew progressively damper.

It was a maze down here, meaning Mr. X-Ray Eyes took the lead. But suddenly, Daredevil paused. "Hmm. That's interesting."

"What?" Spidey halted his progress, followed by Tombstone.

"The Beetle fired some sort of plasma weapon that knocked Sable out," said Daredevil, "but because they were in such close quarters-"

Zoom. Before the dude could finish, Beetle burst out of a doorway and zipped above their heads.

"*Ah ha ha ha ha ha ha!*" Oh, and he was laughing like a maniac. That was new.

"Where's Janice?" Tombstone asked his lackey. "Is she safe?"

"Oh, yeah." Beetle's voice-scrambler made him sound extra demented. "She's doing great."

For the first time since Sable's attack, Tombstone exhaled. "Excellent. In that case, as long as we're down here with no witnesses..."

Daredevil pounced out of harm's way at the exact moment the Web-Head's spider-sense went off.

Spider-Man scarcely had time to process this before he became a smear on Beetle's windshield. Beetle had flown right into him, and not only did he knock the wind out of our poor hero, but he knocked him clean through the ship's walls, sending the two of them back out onto the deck.

"Ugh… When did my life become a NetherRealm game?" Spider-Man forced his screaming muscles to cooperate, jumping off of Beetle and into a fighting stance. "Listen up, Beetle Bailey! I will *not* let you take another life, and that includes my own. Understand?"

"*Whee hee hee hee hee!*" Beetle did not. He was more preoccupied, evidently, with making loop-de-loops around the smokestack. "*This is the funnest thing ever!*"

"...Huh." Spider-Man watched him go. "Did Sable hit his head?"

"Give me a case to put my visage in! A visor for a visor – What care I what curious eye doth cote deformities?"

Seymour O'Reilly's line reading had been the only one that evening to put a smile on

Devereaux's face.

"Here are the beetle brows shall blush for me."

Daredevil had dodged the Beetle's attack, but he hadn't accounted for the other attacker. *Wham*. A fist sent him flying through a doorway and into an empty, private dining room. By the time Daredevil pulled himself to his feet and snorted seawater out of his nose, Tombstone had already locked the door behind them.

"The Man Without Fear." Tombstone waded towards him. "The only vigilante to put close to the same dent in my business as Spider-Man. Let's find out if your title is a misnomer."

Spider-Man probably would've made a lame joke by now, but Daredevil kept quiet. He didn't like jokes. They made it hard to concentrate.

In this waterlogged arena, smell was off the table – Everything just smelled like the ocean now – but hearing was more useful than ever. Every move Tombstone made was punctuated by sloshing. Better yet, Tombstone was so heavy that the water slowed his movement. It only went up to their ankles right now, but that was rapidly changing. Daredevil had to get to a higher elevation.

He took a step backwards, listening for the spots where the water's ripples were disrupted. Bingo. Daredevil leaped onto a nearby table, then used it as a springboard to launch himself at Tombstone.

Daredevil could tell before the attack even collided that it'd do no good. Tombstone's muscles were thick and rigid, and the billy clubs practically bounced right off his neck. Daredevil landed back in the water, giving Tombstone a chance to retaliate.

Daredevil ducked (He wasn't eager to get punched again – The last one had felt like a freight train), and then he seized the chance to kick Tombstone's shins. Still no dice. The two of them traded blows for a second, but eventually Daredevil had to back off and catch his breath. No matter how hard he hit, Tombstone wasn't phased, whereas one good strike from Tombstone could shatter Daredevil's bones.

"Truth be told, you're a far more skilled combatant than I," said Tombstone, cracking his knuckles, "but it's obvious you lack any sort of superhuman strength. Spider-Man's struggled against me, and he can lift a truck above his head. What chance do *you* have?"

Daredevil grit his teeth. Tombstone was right – If he kept this up, Daredevil was going to get himself killed. But Tombstone was blocking the exit. Daredevil could try to swim out through the helicopter-hole in the room, but by the sound of it, the water was gushing in with enough force to give him a concussion.

There had to be something… That's when Daredevil felt it. There was a warmth above their heads, and it made a faint creaking noise as the ship rocked it back and forth. That had to be an overhead lamp. This could be his only chance.

Before Tombstone could wade any closer, Daredevil launched his club through the air, smashing the bulb. Between that and the torrent of water filling the hole, there couldn't be much light pouring in. Water might not have been Daredevil's element, but darkness was.

The billy club returned to Daredevil's hand thanks to a special cord and motor attached to the other club, like an automated fishing line. Then, with newfound confidence, Daredevilsprang off a chair and landed on Tombstone's shoulders. The door was too thick to kick down, but maybe if

he could knock Tombstone into it…

Truth be told, though, Daredevil wasn't entirely sure he wanted to run away from this fight. He'd have to endure the sound of Tombstone's face muscles stretching in condescension.

But it didn't matter – Tombstone wouldn't budge. In desperation, Daredevil struck the back of Tombstone's head again and again, but all it did was shatter his clubs.

Then, almost that same instant, Daredevil felt a warmth from the ceiling. The lights had flickered back on – The bulb must've only been cracked, and the movement of the ship had gotten it working again. Well, he'd tried.

Crack. This time, Tombstone hit less like a freight train and more like a nuclear missile. Daredevil tumbled off Tombstone's shoulders and into the water, completely submerging his head.

The world disappeared. Daredevil was alone, floating in a cold, weightless void. But only for a moment.

The next moment, he was yanked above the water and back into the world, sputtering for air. It took Daredevil a frenzied second to realize that he felt cool air on his face, which could only mean his mask had been removed.

Of course, had Daredevil's eyes still worked, he'd have been able to see it dangling in Tombstone's pale white hand.

"Well, isn't this unexpected?" A laugh traveled up Tombstone's belly and out his throat. "All along, the Man Without Fear has been the blind lawyer from Hell's Kitchen."

Then he used his free hand to make Matt's ribs go concave.

Something was seriously off here. Last time they'd tussled, Beetle had been evil, sure, but the normal kind of evil, not the giggling maniac kind.

Beetle's laughter finally quieted as he came to a halt in the air, hovering by one of the yacht's smokestacks. "This armor thingy is incredible! I feel so- so alive! I'm never taking it off again!" He paused, thinking. "But for that to happen… I have to prove to the Big Man that I have what it takes to wear it." His head snapped towards Spidey.

"Your 'armor thingy' had *better not* be an alien symbiote. Let me tell you-" Spidey and Beetle played a game of leapfrog, with Beetle swooping and Spidey bouncing over him. Spidey landed on the smokestack and turned his head in time to see a miniature sun forming between Beetle's front wings.

"*Dude.* Your wings make a miniature tritium-bomb? Those were banned by the U.N.! The fusion process sets off a chemical reaction that can level a whole-" Spidey was forced to sprint up the pipe to avoid said reaction. "Oh, I see you're already familiar."

The problem was, while the top half of the smokestack still existed, the bottom half… wasn't so lucky.

"I suppose the obvious question here is how a blind man is able to fight so well." As he spoke, Tombstone dragged Matt through the water by a leg. "Is that an elaborate ruse? Or perhaps you simply have some superpower? I suppose I'm not one to talk, though. My vision's not the best, either, thanks to my own condition." He gestured to his colorless skin.

Matt coughed up more water, struggling to stay above it.

“And then there’s the devil motif.” Tombstone glanced at the crimson mask in his other hand. “Fitting. As I recall, your father earned himself the name Jack ‘the Devil’ Murdock. He always did fight like hell.” He climbed onto a table to escape the rising tide, tossing Matt up after him.

Matt wiped the blood from his chin. “Surprised you remember him.”

Tombstone chuckled. “Of course I remember Jack. I remember everyone I kill.”

Spider-Man dashed up the pipe at double speed, and when he reached the top, he bounded into the air… only to once again get rammed in the stomach.

“I don’t know what half this stuff even does.” As he spoke, Beetle flew Spidey farther and farther out to sea. “But- But I’m sure there’s something in here that’ll kill you.” Every so often, rocket launchers unfurled from his armor. They probably would’ve incinerated our lovable hero if Beetle had actually aimed at him. Instead, they all flew into the ocean, ruthlessly slaughtering any surviving sea life from Sable’s missile.

“FYI, this is why you read the manual first.” Spidey punched Beetle’s helmet, but the only things it dented were his knuckles. “Trust me, I got into some *wacky* antics with my web-shooters at first.”

“I thought your webs were organic?”

“I’m not even going to respond to that.”

But speaking of webs, the Web-Head did have one last trick up his sleeve. Before they could get out of range, he fired a web-line back onto the smokestack. This enabled him to swing Beetle around like a tetherball-

“Yeeeeee-haw!” *Ker-SMASH*.

-and clean through the side of the yacht.

“Yes, I remember Jack well.” Tombstone pressed a soaking wet dress shoe to the side of Matt’s head, pushing down like the weights of a bench press. “He had a gift for boxing but not little else. Always taking care of his poor blind kid. Jack was a good man, to be sure, but he never was very bright. He was even stupid enough to *win* a match he was supposed to *throw*.” He smiled, showing off his rows of filed teeth.

“At least he wasn’t a coward who only attacked when his opponent was already exhausted,” Matt replied, strained.

The smile vanished. “Well, that was during my less sophisticated days.”

“You mean before you learned to pretend you weren’t a thug?”

“That’s one way to put it, yes. Allow me to give you a *taste* of what I was *like*.”

The pressure on Matt’s skull increased exponentially.

And that would’ve been the end of the Man Without Fear… if Spider-Man and the Beetle hadn’t crashed through the wall at that exact moment.

Wham. The duo made a high-speed collision with the dining room floor. The fresh hole they'd created prompted most of the water to shortly drain out.

Spidey jumped off moments before Beetle skidded into the bar, causing countless bottles of alcohol to shatter on top of him. A robotic voice declared, "*Systems compromised. Initiating safe eject sequence*."

After that, the Beetle's armor retracted and folded in on itself until it was nothing more than a beetle-shaped backpack that shot off of its wearer. Spidey wasted no time snatching it from midair and squishing it in much the same manner as one would an actual beetle. "There, I did it! Granted, I've got no idea *how* I did it, but that applies to like ninety-nine percent of my wins, anyways."

But Tombstone hardly noticed. He seemed far too busy gawking at the person lying where the Beetle had been a moment ago. "*Janice?*"

At that word, Spidey's own attention turned to the person before him. Whoa, Tombstone wasn't kidding. There she was in a disheveled, soaking wet party dress, looking considerably less sane than she had prior to today's battles.

"Hey, Daddy." Janice grinned from ear to ear, struggling to sit up straight. "Guess it was *my* turn to surprise *you*, huh?" She let out another fit of uncontrollable laughter.

For probably the first time in his life, Tombstone was at a loss for words. "I- I don't understand. How did you-? Where's Jenkins?"

"He and Sable knocked each other out," Daredevil said from beneath his foot. "That armor folded back up, and your daughter took it for a joyride. That's what I was trying to tell you before you decided to murder me."

At this, Tombstone went from baffled to enraged. "Is that true, girl? Why would you do something that- that *stupid?*" He climbed down the table so he could slosh towards her through the what was left of the water.

"Yu kidding?" Janice grinned at him, eyes bulging. "Because I just found out my dad is the coolest person ever! I didn't want to believe what the Bugle said about you, but- but now- You're the top criminal in all of Manhattan? You pay people to create *supervillains* to fight *Spider-Man?* And then I saw this sick armor, and I thought, hey, I can be a supervillain, too! I can finally *do* something with my life besides text and drink and fool around with my dozen boyfriends."

Janice started laughing again, and to Spidey's surprise, it sounded even freakier than it had with the voice amplifier. He got the impression Janice couldn't stifle it if she tried. Her lungs must've burned by now.

Everyone else was distracted by Janice's little display, but Spider-Man caught something out of his peripheral vision. The door to the dining room had been opened a crack, and peering out of it was the wide, quivering eye of Rand Robertson. The instant Spidey caught sight of him, the door shut back. If Rand had any sense left, he'd start running for a lifeboat.

Poor guy. Sure, Spidey had had his fair share of girl troubles, but at least none of his had turned out to be aspiring supervillains.

"O serpent heart hid with a flowering face! Did ever dragon keep so fair a cave?" For all the respect Seymour had earned from Devereaux, Sha Shan's line reading blew his out of the water.

“Beautiful tyrant! Fiend angelical! Dove-feathered raven, wolvish-ravening lamb! Despisèd substance of divinest show, just opposite to what thou justly seem’st. A damnèd saint, an honorable villain!”

Flash watched her from the wheelchair ramp just offstage, mouthing the lines alongside her.

“O nature, what hadst thou to do in hell when thou didst bower the spirit of a fiend in moral paradise of such sweet flesh? Was ever book containing such vile matter so fairly bound? Oh, that deceit should dwell in such a gorgeous palace!”

Tombstone was looking at his daughter like he was seeing her for the first time. “You’re *supposed* to be studying to become a *defense attorney*.”

Janice rolled her eyes. “Seriously, Dad? *Still* with the lawyer stuff? That’s got to be the lamest job you could think of.”

(“It’s not *that* lame...” muttered Matt.)

“Don’t you get it, Dad? Learning you’re the Big Man is the greatest thing that’s ever happened to me!” Janice tried to pull herself to her feet, but her leg gave out. “I *need* this life.”

“You need *psychiatric help*.” Desperation had crept into Tombstone’s voice. “We’re not supposed to be involved in these battles. *You’re* not supposed to be involved. I grew up on the streets – I know what this life can do to a person. But then you came into this world, and I held your little hand, and-” His faltered. “-everything was different. You deserved better than me. And so I learned to speak properly and wear a suit. I clawed my way to the top. I became the Big Man.”

He met her eyes. “I lived that life so you wouldn’t have to. Everything I built, I built for you.”

Janice had no response to this.

But Spider-Man did. “Oh, it must feel *real* great to learn your daddy sells kids drugs in your name. Congrats, Janice, you’re basically the real life Walter Jr. Must be *so* proud.” He used the last of his webbing to spin a cozy little cocoon around her, complete with mouth gag (webbing that was *supposed* to last until his next paycheck, but whattaya do?). “Don’t worry, I’m sure they’ll serve you plenty of breakfast in your padded cell.”

But then his spider-sense blared, and Spidey found himself ducking a pair of marble wrecking balls.

“You can web up my guards. My super-mercenaries. But you do *not. Touch. My. Daughter.*” Tombstone’s fists moved so fast, Spidey barely managed to dodge them with each swing. Spider-Man hurled a dining table at him, but Tombstone smashed it in two with his forehead like a giant karate board. If Spidey found out Tombstone had a steel-plated head, too, he was gonna scream.

Tombstone charged, and Spider-Man impulsively tried to kick his legs out from under him. Big mistake. Spidey had been hit by a semi once during a web-swinging mishap, and Tombstone’s impact wasn’t dissimilar.

Spider-Man tried to jump away, but a punch to the chest sent him back to the floor. *No good…* Spidey had barely been able to beat Tombstone last Valentine’s Day, and that was when his web-shooters were full and Ock and Silvermane had worn the dude down. This… wasn’t gonna end well.

“I don’t like to make things personal.” Spider-Man could feel his bones popping as Tombstone

spoke. “But you hurt my little girl.”

“*I* hurt her?” Spider-Man spat through gritted teeth. “*Look at yourself*, Lincoln! If you really cared about her safety, you’d have never gotten involved with gang wars and supervillains in the first place. You could’ve become an *honest* man, but instead you chose to be the big one. That girl’s your responsibility, and you failed her just so you could get more power. You can squish my head like a grape, but that won’t make me wrong.”

Tombstone froze. For a brief second, Spider-Man thought he’d actually gotten through to the guy.

But then Tombstone spoke in a voice that froze Spidey’s blood: “Killing you isn’t enough anymore. First, before I make it unrecognizable, I’m going to rip off that childish mask and take a good, long look at your face, just like I did your friend over there.” He pointed with his eyes to where a crippled Daredevil lay. “I’m going to have the law office of Nelson and Murdock firebombed, and then...” He knelt down until his mouth was millimeters from Spider-Man’s spandex-covered ear. “...I’ll find out where you go to school and have it firebombed, too. *While class is in session*.”

Beneath his mask, Peter shut his eyes. This was it. His spider-sense was blaring like mad, but he couldn’t do a thing about it. No matter how much he squirmed, Tombstone had him pinned.

But then his spider-sense abruptly stopped, and in its stead came the sound of muffled screams.

“What-?” Tombstone’s head spun towards the web-cocoon beneath the bar. Janice was no longer alone. Matt had, evidently, found the strength to crawl across the floor, return the discarded devil mask to his face, retrieve the jagged remains of his billy clubs… and then twist their cords around Janice’s neck.

“*One more move, Tombstone*,” Daredevil hissed. “*Make one more move*.”

Words failed Tombstone. Though there was still plenty of murder in his eyes, he released Spider-Man from the headlock and backed away.

“Remember that deal you were striking with Sable before Beetle showed up?” Daredevil asked. “Let’s renegotiate those terms.”

“W-What do you want from me?” It boggled the mind how Tombstone could go from monstrous to timid with the bat of an eyelash.

Daredevil thought for a bit. “Kill yourself, Lincoln. I don’t care how. Jump in the ocean, maybe. Just… kill yourself.”

Janice’s eyes bulged – the only part of her body she could safely move – while her forehead dripped with sweat.

For a moment, there was silence. Then Tombstone turned around. Took a step towards the gaping hole in the wall.

Thwak. And then a red-and-blue blur sailed through the air – though it was currently more red than blue – and collided with Daredevil’s chest, sending the Man Without Fear skidding across the soggy floor.

“Hold still.” Spider-Man carefully unraveled the cords from a squirming Janice’s neck. “Breathe through your nose.” He heard a muffled “thank you” from Janice’s web-covered mouth.

But then Spidey heard something else. Laughter, and not from Tombstone. Somehow, Daredevil

had managed to drag himself back to his feet. His shoulders were shaking. Christ, the guy would make a *terrifying* supervillain.

"Uh… Double D?"

"I should've known." Daredevil grinned, wiping blood from his chin with the back of his hand. "It's such a tempting offer, isn't it? All you have to do is not fight crime for a week. Prove you can behave."

"Wha-? Oh." That sounded familiar...

Spider-Man knew they were just lenses, but he'd swear Daredevil's red eyes were burning. "How much is he paying you?"

Now, obviously, Spider-Man wanted to explain everything to Daredevil in a calm and rational manner, but that was a bit tricky when he had a two hundred pound man charging at him.

"Daredevil-? Dared-!" Spider-Man had to duck a barrage of fists, feet, and clubs. He'd give Daredevil this – For someone who'd had the snot beaten out of him, the dude could *fight*. Normally, Spidey would've more than held his own against a guy with no super-strength, but he was so exhausted from Tombstone's beating that one wrong move left Spidey on the floor, seeing stars.

"*After everything he just said, you still defend him?*" Daredevil loomed over Spider-Man, hoisting his jagged clubs above his head like an executioner's blades. "*Maybe Tombstone's not the only one who ought to-?*"

"*Matt, listen to me!*" The use of his real name was enough to make Daredevil hesitate. "I don't work for Tombstone!"

Daredevil's clubs fell to the ground. "You're… telling the truth. But then why-?"

"Rebellious subjects, enemies to peace, profaners of this neighbor-stainèd steel!"

Don't get Devereaux wrong, there'd been plenty of good auditions today. But sad as it was, between the constant supervillain attacks and that rock Magneto had used to turn a bunch of kids into mutants, the student population of Midtown Magnet had been stretched painfully thin.

"Will they not hear? What, ho!"

Which was why it was only appropriate that Devereaux play the role of the prince himself.

"You men, you beasts, that quench the fire of your pernicious rage with purple fountains issuing from your veins, on pain of torture, from those bloody hands, throw your mistempered weapons to the ground and hear the sentence of your movèd prince!"

"Why?" Maybe it was just from the pain, but Peter's eyes stung. "Because a good person once told me that times like these… these are the times when we change into the men we're going to be for the rest of our lives. And I don't know about you, Matt, but I don't want to be that kind of man." He took a breath, then added in an undertone, "There are enough Frank Castles running around in the world."

Those red eyes weren't burning anymore. Now they just looked like lifeless pieces of plastic. "God forgive me." Daredevil fell – collapsed, more like – to his knees. "After everything I

preached to Frank..."

Now that he wasn't about to be whacked in the head with a broken billy club, Spider-Man turned his attention to Tombstone. Or rather, where Tombstone *used* to be. "Oh, great-"

But Spidey didn't have long to worry about this. The next instant, the dining room door was kicked open, and Tombstone returned, flanked by a small army of New York's finest.

"There they are, officers." Tombstone made sure to point the two masked heroes out in case their bright red costumes had blended into the shadows. "The ones who threatened my daughter."

"No, wait!" Spidey put his hands in the air, followed by Daredevil. "That's only *technically* what happened!"

While no one else could see, DeWolff gave the two a look of apology. "Spider-Man, Daredevil, you have the right to-"

"Hey, random question," cut in Spidey, "anyone ever seen *Monsters, Inc.*?" He pressed down on a slight bulge near the front of his shoulder.

"*-find out where you go to school and have it firebombed, too. While class is in session.*"

The whole police squad froze at the unmistakable sound of Tombstone's voice coming from beneath Spider-Man's costume, near his shoulder.

"Ooh, scandalous!" Spider-Man fished the wire out of his costume. "Hmm, what else did I get on here…?"

The tape rewound a bit ("*-loohcsotoguoyerehwtuodnif-*"), then declared, "*It's… It's true, Janice. I am the Big Man of Crime.*"

"Hey, that's a good one." Spidey hit rewind again.

"*I am the Big Man of Crime.*" Rewind. "*I am the Big Man of Crime.*" Rewind. "*I am the Big Man-*" Rewind. "*I am the Big Man-*"

"This," said Spider-Man, "is going to make a *fantastic* dance remix video."

One by one, the officers changed their sights from the vigilantes to the Big Man.

"Mr. Lincoln," said DeWolff, "you have the right to remain silent. Anything you say can and will be-"

"*Get. My. Lawyer. On. The. Phone.*" Tombstone's sharpened teeth were coming dangerously close to breaking the skin of his gums.

After that, a couple officers heaved the Janice-cocoon over their shoulders, and then the procession of cops, Tombstone, and the battered and broken duo of Spidey and Double D made their way above deck before any more water had the chance to seep in.

As they left, Spidey jogged up to the handcuffed Tombstone to tap his shoulder. "Heeeeeey, Lonnie."

If looks could kill.

"Before the police haul your pale white keister off to jail, I feel I should point out – You made a big scary speech about how you were going to expose my secret identity and ruin my life, but

now instead *I've* exposed *your* secret identity and ruined *your* life."

Spidey gave Tombstone's shoulder a friendly pat. "Now *that*, my villainous friend, is a little something we kids call 'irony.'"

"I'm sorry, you're saying Daredevil is a blind man?"

"He's faking it, or else he's a mutant. I know what I saw!"

The officers traded glances. Behind Tombstone's back, one of them spun his pointer finger around his temple in the universal sign for "This guy's not all there."

"Well, hey," said DeWolff, "maybe Murdock can defend himself in court?"

"Huh, I'm sorry, what's going on-?" That very instant, Matt stumbled out from the yacht's interior, guided by an officer.

"Oh, there he is now." DeWolff shook her head. "Speak of the devil."

A pudgy blonde man rushed out the crowd and to Matt's side.

"Matt! Oh my God, I'm sorry! I lost you in all the confusion, and- and I thought you were-"

"It's alright, Foggy." Matt pressed a hand to his bandaged scalp. "The police managed to fish me out in time. I think I was swept into the kitchen or something, though. That debris made a real mess of me. May need to spend some time in the hospital."

"Does that mean we're suing Lincoln for all he's worth?"

"*Oh,* yes."

On the other side of the deck, Peter had blended in among the horde of teenagers being ushered into rescue boats. Many of them were gawking at the sight of the police hauling people away in handcuffs. Pretty much all of the Manfredi thugs had been rounded up, but Sable herself had been more elusive. Some partygoers were reporting seeing a white-haired lady climbing onto a second helicopter, though, so Peter wasn't holding his breath over Silver Sable's impending arrest.

And then there was the pair of Beetles being dragged away. As it turned out, the reason Beetle had arrived late to the battle was because Jenkins had opted to slip away and grab a drink. He was still a bit wobbly now, but Peter wasn't sure if he was tipsy or if Sable really had hit his head too hard.

And lastly, there was Janice. She'd needed a straightjacket.

"Janice..." Rand met his girlfriend's – let's get real, *ex*-girlfriend's – eyes as she was led away.

"H-Hey, Rand." Janice let out an anxious giggle. "Um, I can explain this-"

"Will you have to explain it to your other boyfriends, too?"

"No, babe, you've got it all wrong! The other eleven aren't special to me!"

Rand stared at her. "I hope you get the help you need, Janice. Have fun in Coral Moon."

As Rand watched Janet go, a certain voice wafted his way:

“Sir, no reporters, please-”

“*I’m here for my son!*”

The voice’s owner pushed his way through the crowd. When Rand spotted him, he ran into his arms.

“*Dad!* You were right...” Rand’s quivering eyes squeezed shut. “You were right about everything.”

“I know I was, son,” Mr. Robertson said softly. “I know I was.” Father and child held one another beneath the sunset. “Also, you’re grounded until you’re thirty.” And with that, the two of them walked off towards a rescue boat.

But Peter, eavesdropping as per usual, caught something that Rand didn’t. As she was led away, Peter was pretty sure he heard Janice whisper, “*Bye, Randy. You really were special.*”

Devereaux was always one to lead by example. His voice projected across the auditorium, audible all the way from the farthest seats:

“*And for that offense,*

Immediately we do exile him hence.

I have an interest in your hearts' proceeding.

My blood for your rude brawls doth lie a-bleeding.

But I’ll amerce you with so strong a fine,

That you shall all repent the loss of mine.

I will be deaf to pleading and excuses.

Nor tears nor prayers shall purchase out abuses,

Therefore use none. Let Romeo hence in haste,

Else, when he’s found, that hour is his last.

Bear hence this body and attend our will.”

The final line, while no less projected, was considerably softer in its delivery:

“*Mercy but murders, pardoning those that kill.*”

“Miss Manfredi?”

This time, Silver Sable made it to the airport unimpeded.

“*Shut it*,” she hissed from beneath the collar of her white trenchcoat. “It’s ‘Sablinova’ now. They’ll be searching for Sable Manfredi.”

“Right, right.” The Manfredi goon shrank, embarrassed.

On an overhead speaker, a voice declared, "*Now boarding for Symkaria.*"

And with that, Silver Sable hurried towards their plane. Trailing behind her, carrying her luggage, were the remaining Manfredi mobsters.

Only they weren't mobsters anymore – They were mercenaries. Her Wild Pack.

Peter had to admit, he'd never have guessed Daredevil was that blind lawyer guy. But by far the biggest shock of today was the fact that he'd made it home an hour before curfew.

"Well, that party was over fast." Peter wasn't two feet through the doorway before Gwen was hugging him. Aunt May had likely gone to bed by now, but it seemed Gwen had stayed up to unpack some boxes of her things. Upon Peter's arrival, though, she'd let them fall to the floor.

"I saw the news." Gwen nodded to the nearby TV, which was showing footage of a certain blind redhead on the front steps of an apartment complex. The guy was absolutely flooded with reporters (though, not to brag, but it wasn't nearly as many as Peter had gotten when Venom let slip *his* secret ID).

"This information," Matt was saying, "is one hundred percent *untrue*. My law office has filed a four hundred million dollar libel suit against..."

Gwen ended the hug before Peter asphyxiated. "You caught Tombstone threatening to *blow up our school* on tape?"

"Yeah." Peter grinned. "The Web-Head already dropped a copy off at the Bugle. Foswell thinks this is the linchpin we need to get Tombstone's whole operation shut down."

"Aww, so I still have to go to class on Monday?" Gwen tried to grin back, but hers wasn't quite as wide.

Peter took a breath. "Speaking of class, I heard you left early yesterday."

The humor left Gwen's face like water down a sink. "I… got into a fight."

"Hey, it's alight." Peter kissed her forehead. "I know it's hard to believe, but I've gotten in one or two of those myself."

Gwen managed a smile. "My intentions weren't quite as noble. This girl said cops were pigs, and I guess I flipped out." She shook her head. "I was so worried I'd cry in front of the class or something, I never thought I might do *that*."

"You've got the right to be touchy when it comes to cops," said Peter. "Was anyone hurt?"

"Not really. I gave her some nasty scratches, though." Gwen held up her chipped fingernails.

"If it makes you feel any better, when I first got my powers, I broke Flash's hand."

"Seriously*?*" Gwen was left gawking. "That does make me feel better, actually."

"And you know what Uncle Ben said? It was one of the last things he ever told me." A distant look overtook Peter's eyes. "He said you shouldn't run away from fights, and the person you hit probably deserved it, but just because you *can* beat someone up doesn't give you the right to. Stuff like that, y'know, it changes you, and you've gotta be careful what kind of man- err, person, you change into. I was just telling that to another friend earlier, oddly enough." He paused, then

added, almost to himself, “The important thing is no one died today. There’s been enough of that lately.”

He winced at his own words. Peter had been talking about Hammerhead, but Gwen couldn’t know that.

“Peter...” She touched his cheek. “Please don’t blame yourself.”

Peter went pale. “I- Well- The thing is-”

“*Listen to me*. It’s no one’s fault but Walter Hardy’s.” As she spoke, Gwen’s fingers traveled from Peter’s cheek to his hair.

“That’s not what the Bugle says...”

“Well, it’s hard for Jameson to see the real story with his head so far up his butt.”

“Heh. Yeah.” The next several seconds were spent gazing into Gwen’s sea green eyes. Somehow, whenever he did that, Peter always felt safe. It was about the only time when the whole world *wasn’t* unraveling around him.

Gwen brought a hand to Peter’s dampened sleeve. “Now let’s get you patched up before you break today’s ‘no death’ streak.”

“Don’t worry, I’ve spent enough time in a coffin already.” Peter laughed as their lips drew nearer. “Not a fan.”

Stupid straightjacket. Janice really wanted to hit herself, but she couldn’t because the darn thing was in the way.

The urge might have stemmed from the fact that she had to share the police van with a bunch of loons who actually *needed* their jackets.

“This is perfect!” one of them was gushing. “We’re all aspiring supervillains, too! I heard the police say your codename is Beetle. That’s so cool! Mine is Boomerang! See, because I attack with boomerangs, and my mask’s got a boomerang on the forehead. We could form a team! We could be the new Sinister Six!”

Janice’s eyes flitted about the van. “There’s five of us,” she said dryly.

“That’s what’s so genius about it! The heroes will think we have a secret sixth member. They’ll always be on edge! Think about it. The sixth member could be *anyone*. Galactus, Thanos, Dormammu-”

“It’s always Dormammu with you...” another guy muttered.

Janice groaned. She missed Rand already.

It felt weird to know Tombstone was going to jail. No matter how many times Peter repeated it to himself, he still wasn’t sure he believed it. He kept expecting himself to open up the paper (or, more realistically, check his Reddit feed) one morning and discover that Tombstone had made bail again, that the evidence was inadmissible in court, that Tombstone had hired Chameleon to concoct an elaborate alibi. But it never came. Dude was going to jail.

Of course, the three dozen Spider-Man jackets, t-shirts, and backpacks Peter passed in the halls of Midtown Magnet today didn't inspire confidence.

Class had been a drag – Monday. 'Nuff said. – but if there was one silver lining, it was walking to the subway at the side of the prettiest (and smartest) girl in school.

"Maybe you can buy your merch rights back once you're an Avenger?" Gwen was saying. "I mean, it'd be weird for those guys to sell movies and toys of everyone on the team except you, wouldn't it?"

Peter shook his head. "With all his other revenue streams drying up, Tombstone's gonna clench onto the Spidey rights tighter than ever. He'd never agree to sell them, even though the Avengers' version of the merch would be a million times better quality than that cheap stuff he peddles off. The market's already been flooded with superhero merch. Best we could hope for is the Avengers working out some kinda shaky deal with him before public interest in the Web-Head tanks. And then knowing that slimeball, he'd probably just piggyback off the deal by selling cheap Venom merch or something on the side and tricking casual consumers into thinking it's part of the higher-quality Avengers products-"

"Peter."

A sudden voice made Peter flinch. He and Gwen turned to discover someone standing at the sidewalk. Peter would've assumed he'd been watching them if not for the dark glasses and white stick.

"Oh!" Gwen seemed the most startled at his appearance. "It's you. Err, sorry, I haven't visited that priest. The truth is I'm not really a Christian, so it's a little weird to-"

"That's alright, Miss Stacy," said Matt. "I'm sure Father Lantom would remain secular if you preferred, but I certainly wouldn't want to pressure you... But truth be told, I came here to speak to your boyfriend."

Peter froze. Dang it, the guy really *had* seen through Spidey's mask. Somehow. "Uh, I don't think we've met, and I don't really need an attorney. Unless I get caught, of course-"

"We did meet, actually," cut in Matt. "On the yacht. Apologies for eavesdropping, but I know you've told Miss Stacy all about it-"

"I won't tell anyone, I swear!" Gwen blurted out. "And even if I did, they wouldn't believe me-"

"It's alright." Matt gave a reassuring smile. "I can't talk long. Lately, I haven't been able to go five minutes without a reporter trying to trick me into saying what color shirt he's wearing."

"Yeah, the press can get pretty shameless." Peter winced at Matt's pain. "Back when Venom outed me, they aired a three-hour interview with my kindergarten teacher." He paused, then added, "You, uh, you *are* really blind, right?"

Matt nodded, though it was a bit stiff with all the bandages in the way.

"So then how do you do all the, err, ninja stuff?"

Matt's crimson glasses twinkled in the light. "You have your powers, I have mine." Hmm. Maybe the dude had his own spider-sense – or rather, devil-sense? Eh. Wasn't quite as catchy.

"I made sure to cut out all the mentions of your secret ID before dropping off that tape with Foswell, by the way."

“I never doubted that,” Matt said, “though I gave my copy to Urich. I trust him a bit more. But really, I only came by to say…” He hesitated. “...well, thank you. I brushed you off as a child at first, but if not for your maturity, I’d be a different man today. And Frank would probably think I was the biggest hypocrite in the world…” He’d grown solemn for a moment, but then he chuckled, adding, “Maybe it’s *because of* your age. The world hasn’t had enough time to make you cynical yet.”

“I like to think I’ll always be this fun,” said Peter.

“We’ll see.”

“Well, it’s not like there are any major bad guys left to worry about,” spoke up Gwen. “I mean, the Tombstone and Manfredi gangs were just shut down in one night, so that only leaves D-listers like Chameleon and Tinkerer, right?”

“I wish it was that simple.” Matt turned away, though Peter supposed it didn’t matter as much where his head faced. “Tombstone killed my father, but even with him behind bars, my vengeance isn’t complete. See, Tombstone didn’t do it of his own volition. Back then, he was a hitman working for a crime lord. Even that far back, mobsters were fighting Silvermane for the name of Big Man.”

Somehow, Matt’s rounded glasses had grown even scarier than the eyes on his devil mask. “I never found out who that crime lord was. But I was hoping, now that the Big Man title is up for grabs, he would finally show himself.”

Another aspiring mob boss jumping at the chance to fill the Big Man’s big shoes, huh? That reminded Peter of something Gwen’s dad once said to him...

“Nature abhors a vacuum.”

The office itself was vacuumous. Its wide glass windows showed off the heart of Manhattan as if it was this man’s property.

“I did what you asked.” A woman stood across from him, still in her police uniform, gazing out at the skyline. “There’s no way Tombstone’s avoiding jail this time. And the heroes suspected nothing, even with Daredevil’s lie-detecting trick. He probably just thought I was nervous about conspiring with vigilantes.”

“Excellent, Captain DeWolff,” said the man. “I’ve been quite relieved by your cooperation. I shudder to think what would’ve happened had your family learned of the affair.”

DeWolff scowled. “So I take it you’ll be filling the vacuum now? This city can’t go a day without getting a new Big Man.”

“Please, Captain.” The man gripped his pole-sized cane with his massive, meaty fingers. “‘Big Man’ is such a blunt, crude title. I’d prefer something more… regal.”

End of Lesson 7

Chapter End Notes

Next Ish: The Mayhem of Mysterio, Master of Movie-Making Magic!

Psychosis

Chapter Notes

See the end of the chapter for notes

Lesson 8: Psychology 101

"***Continuously feeling superior is a characteristic of immaturity.***"

– Eraldo Banovac

"No, no, mesa stay!" cried the Gungan, running after the Jedi. "Mesa called Jar-Jar Binks. Mesa your humble servant."

Liam Neeson was weighing the virtues of impaling himself with his own lightsaber. "That won't be necessary."

"Oh, but it is! 'Tis demanded by *the gods*, it is!"

On the other side of the TV screen, Gwen seemed to be sharing Liam's sentiment.

"Peter," she began, "I still love you, so for the health of our relationship, I'm going to word this very carefully, but… do we have to rewatch *every* Star Wars movie tonight?"

"Look, I'm sorry," said Peter, stroking her headband, "but if you haven't seen the prequels, the *Clone Wars* show's not gonna make any sense, and we've got, like, six seasons of that to-"

"You're a crazy person." Gwen's head sunk into the couch cushions. "I am dating a crazy person."

Right as the Jedi were whipping out the underwater breathing devices they'd so happened to have on hand, the tape mercifully skipped a few minutes.

"I didn't even know VHS's still existed," said Gwen. "I thought the government had them all rounded up and burned years ago."

The tape wasn't the only relic they'd excavated. A musty old tree covered in cracked ornaments had been dragged from the attic to this very living room. You couldn't really tell what it was supposed to be anymore, but Peter was still pretty fond of it. The thing had become something of a Parker household tradition, even if it did look hideous (The Charlie Brown special lied, for the record. No amount of love and care could save a tree like this).

Not only was there a tree, but speckles of snow swirled outside the window, and a trio of stockings hung above the fireplace, labeled "May," "Peter," "Gwen." That was the part of the decorations Peter was happiest with – Last year, there'd only been two stockings. It'd seemed lonely.

"*Phbbbb-bbbb-bbb-bb-bb!*" A sudden noise from Boss Nass made Gwen flinch out of her seat.

"The new one's gonna be more like the older movies, right?" She failed to mask the desperation in her voice. "With the Millennium Falcon and the Stormtroopers and the walking-thingies-?"

"They're called AT-AT's," Peter blurted out. "It stands for All Terrain Armored Transport."

This earned him The Look.

"I mean, uh-" Peter cleared his throat. "I heard that once somewhere. I'm probably wrong. I- I don't really know that much about it. *Star Wars* is for losers."

This, in turn, earned him a laugh. "I'm just teasing, Peter." Gwen ruffled his hair. "Actually, I think it's great that you're so passionate about this stuff. So many guys have to, y'know, wrap everything in five layers of sarcasm, but you let yourself unironically love something. It's cool. I-" She faltered, glancing away. "I really like that about you."

The heat had been turned down to save on the bill, meaning Peter and Gwen had *no choice* but to huddle closer under their blanket.

"You know you're the best girlfriend I could possibly have, right?" To be honest, it was hard for Peter to keep his eyes on the screen. "If I'd asked Liz to watch the prequels with me, she'd have dumped me on the spot."

A smirk crossed Gwen's face. "That wouldn't have been *totally* unwise of her..."

Peter laughed. "Yeah, I know the prequels are garbage, but, well..." His smile shifted from earnest to somber. "Uncle Ben was big into *Star Wars*. Every time a new one released, we'd marathon all the old ones on tape, and then he'd take me to this theater down in Brooklyn. It was practically a holiday for us. Course, I was, like, three when Episode II came out, so I fell asleep halfway through. Actually, so did Uncle Ben."

"*Oh no.*" Gwen grabbed the remote from off the rug. "You're guilt-tripping me into sticking through your marathon, aren't you?"

"*Moi?* I am *hurt* you'd think that!" Speaking of hurt, Peter's cheeks were starting to ache.

"But what about 'with great powers comes great responsibility?'"

"Technically, it's 'with great power, *there must also come* great responsibility,' but that doesn't roll off the tongue as well."

"What if the Grizzly's out there eating people, and they're all screaming for Spider-Man to save them, and now you'll have to explain to their families that you were too busy watching Phantom Menace-?"

"Now who's guilt-tripping who?" Peter batted her headband down over her eyes. "Seriously, the streets have been deader than all those Padawan younglings ever since Tombstone got arrested, and that was months ago."

"You never know," Gwen laughed again, fixing her band, "What if Sandman comes back somehow?"

"Oh, I hope not. I don't like Sandman. He's coarse and rough and irritating-"

"I walked right into that one, didn't I?"

"Seriously, though," said Peter, "if you have anything better for us to do, I'm all ears."

"*Reeeeeally?*" Gwen paused the movie right on a frame of Ewan McGregor making a goofy face. "Hmm, I'm sure I could think of *something*…"

Peter stifled a yelp. A hand had been placed on his thigh. "G-Gwen, I-" The rest of that sentence

was muffled by her lips.

Don't get him wrong, Peter had had plenty of experience making out with Gwen, but this was- this was different. It was… more. She ended up pinning him against the couch – though Peter wasn't exactly struggling against the weight as hard as he had back in the Master Planner's lair.

"*Gwen.*" Peter finally mustered the willpower to remove her face from his. It'd proved surprisingly difficult. "We did promise no hanky-panky-"

Gwen lifted her head, causing her glasses to fall askew on her nose. "So? Your aunt's Christmas shopping with MJ's. She won't be back for hours."

"Yeah, but-" Peter's face fell. "But we're keeping enough secrets from her, don't you think? Aunt May's already upset we can't meet her mystery boyfriend for Christmas."

"Oh. That's right." Now that her momentum had been canceled, Gwen's modesty returned. She climbed off, putting a couple inches between them, and straightened her t-shirt. "Guess that was pretty selfish of me." Her cheeks could put Molten Man's to shame.

"No, no, it's not your fault!" Peter said hurriedly. "I mean, I get it. I'm a teenage boy, so I'm pretty much constantly thinking about… about..." He trailed off.

The two of them stared at the paused TV screen.

"I mean, we're getting married as soon as we can," said Peter, "so we're gonna do it eventually."

"Yeah, thanks, I kinda figured that out already."

"Right, right."

Minutes passed.

"Y'know what?" Peter stood up. "I need to go take a shower." He caught himself. "*Not because of-!* I mean, I just haven't had one all day-"

"It's alright," Gwen said flatly. "You should probably get that taken care of before you go swinging around in your tights in front of all Manhattan."

"I wear a cup, for your infor-" Peter buried his head in his hands mid-sentence. "*Oh my God why am I telling you this I just wanna watch Phantom Menace.*"

It was at this point that Gwen broke down into hysterics. "*I'm sorry,* I'm teasing you again!"

"Right. I knew that."

Gwen managed to contain her giggles long enough to add, "Go take your shower, superhero."

"Of course, of course. Be back in a minute." By now, Peter was anxious to escape, but he did pause at the doorway to say, "Hey, Gwen? I unironically love you."

He'd gotten her grinning bigger than he'd seen for- well, for too long. It was a welcome sight to say the least.

"I unironically love you, too."

Y'know what Peter loved about New York? Even after all the supervillains appeared, even after

the Avengers formed, even after Galactus tried to eat the planet and Thanos the Mad Titan tried to exterminate all life in the universe, this little spot at the border of Queens and Brooklyn looked *exactly* the same as when Peter was a kid.

"You sure you know where we're going?" Gwen asked as they rounded the same street corner for the third time.

"Of course," said Peter. "Spatial memory is, like, the brain's best kind of memory. That's why you can still remember the layout of your elementary school. Stuff like that. I got this."

"If you say so..."

Peter raised an eyebrow. "Why, Gwen Stacy, are you expressing less than the utmost confidence in me?" The two shared a sensible chuckle. "In my defense, I did bring the spare mask, so I can carry you while I swing if you wanna get there sooner." The spare mask was, of course, meant to prevent people from thinking Spider-Man had stolen Peter's girl.

"No thanks." Gwen's eyes drifted to the sidewalk. "I've already spent enough time in the upper atmosphere thanks to Venom and Goblin."

"Guess I can't blame you..."

After that, they continued their journey in silence. But the fourth time around the corner, Peter suddenly got all excited. "Hey, there it is!"

"Wha-?" Gwen rubbed her eyes behind her glasses. "But we've been walking in circles! How-?"

"I think Brooklyn is Hogwarts and the theater's the Room of Requirement."

The couple strolled up to the ticket desk, pulling up their jacket hoods to protect from the icy wind.

Peter held out his wallet. "Two for-"

"-*The Force Awakens,*" finished a pockmarked employee .

"Hey, you don't know!" Peter feigned indignation. "We could be seeing *Alvin and the Chipmunks*."

The ticketer's eyes traveled to Peter's t-shirt, which displayed a picture of Princess Leia with the caption, "*Looking for love in Alderaan places.*"

"Yes, sir, you're very witty." The ticketer tucked Peter's cash into the register, muttering, "Definitely never heard that one before..." He handed them their tickets through the glass. "Enjoy your movie."

A moment later, Peter and Gwen were scrambling into the theater's darkened hallways.

"Hey, which number are we, again?"

"I don't know. Gimme a second, I always have to pee during these things."

Gwen pushed past a crowd towards the women's room. Peter was tempted to go grab a good seat while there were still some left, but he didn't think Gwen would appreciate being ditched. He found himself leaning against the wall, tapping his foot.

Man, though, Peter never would've guessed they'd make another *Star Wars*, and he definitely

never would've guessed it'd actually look promising. Could today *get* any more exciting?

"BEWARE, EARTHLINGS!"

"Guh-? Wha-?" Peter had been spacing out, but the sight of green smoke snapped him back to reality.

"This Earth film may have preyed on your nostalgia, but rest assured it is nothing but a soulless marketing ploy!" Oh, of course. Standing in the center of the fog cloud was none other than the Bulb-Headed Wonder.

"*Come on!*" Of all the theaters Mysterio could've pestered… Peter couldn't watch one stupid movie without some C-lister showing his ugly mug, could he? Besides, wasn't Mysterio supposed to be imprisoned at the Vault right now? Don't tell him that was *another* robot? Iron Man had specifically checked! Iron Man couldn't be wrong. He was *Iron Man.*

"On my planet, the public demands a higher caliber of entertainment!" Mysterio did a dramatic flourish with his cape. "Never do we settle for cheap CGI! No matter how realistic it is, the human- I mean, alien eye can always tell it's fake!"

"Um, actually," spoke up a somewhat chubby and unshaven bystander, "this movie is using puppets and practical effects for a lot of-"

"SILENCE. Clearly, the public is in need of a demonstration of the superior special effects of the M.Y.S.T.E.R.I.O. hive mind." With another flourish, Mysterio called forth an army to terrorize the screaming crowd – an army comprised entirely of iconic movie monsters. There was the *Jaws* shark swimming in midair, the alien from, um, *Alien* sticking that miniature head thingy out its mouth, and even King Kong pounding his chest, though his head clipped through the ceiling a bit. Mysterio would have to fix that in the next patch.

The crowd of casual moviegoers screamed, but Peter stayed calm. Maybe he'd be more worried if his spider-sense had actually gone off. In fact, some of the pedestrians had already made the discovery that the monsters were mere holograms.

"Hey," said a lady as she stuck her hand through the Xenomorph's face, "this is actually really cool."

"*Really-?* Erm, that is to say, *of course* my mind-bending wonders fall in line with your human conception of 'cool.'"

Okay, Peter saw what was going on here. Mysterio wasn't trying to rob or hurt anyone. He was just grandstanding. Shamelessly, shamelessly grandstanding. Sheesh, at least when he'd been doing crimes, the guy had had an iota of dignity about him.

Peter could feel the quips begging to escape his tongue, but he held back. Thing was, he was kind of in a hurry – the previews would have started by now – and it wasn't like Mysterio was posing any threat. The dude didn't even have super strength, so… was there really any need to change into costume when it'd be a lot easier to just sneak up behind the guy and give him a good whack?

Peter started to execute this plan- "Gah!" -but Mysterio spun around mere inches away from collision with Peter's fist. "Stay back, boy! Come any further and I'll plunge you into my WORLD OF ILLUSION."

This time, Peter's spider-sense actually did tingle. Mysterio thrust a gauntlet, and the next thing Peter knew, he'd gotten a faceful of gas...

Psssssss.

...but Peter had been quick-witted enough to hold his breath. Mysterio's bubble-helmet ran afoul of Peter's fist.

"*Ack-!*" The helmet cracked against the tile floor. Sheesh, Mysterio was out cold from one punch. How the mighty had fallen. The instant the guy hit the ground, his gauntlets shorted and the holograms flickered out.

"Hey!" The moviegoers all booed. "You ruined the show!"

"He- He was an escaped criminal!" Peter stammered.

"Peter?" It was at this point that Gwen emerged from the restroom. "What happened? Is that Mysterio?"

"It was, uh… I'll explain in the theater." Peter caught some officers approaching out of the corner of his eye, and so he hurriedly ushered Gwen inside.

Finally, after months of hype, Peter got to sit down and watch this thing. He saw the yellow text scroll. The spaceships. The glowing laser swords. It was everything he'd imaged it'd be. Even as he and Gwen left the theater, Peter struggled to believe he'd really watched it. The whole world felt dreamlike. It'd been so perfect.

Peter and Gwen gushed about it all the way from the subway back to Queens. They still hadn't quieted by the time Aunt May opened the door.

"Oh, you're back from shopping-"

"So?" May gave a warm smile. "How was the movie?"

"It was great, Mrs. Parker."

"Well, I'm glad you two had fun. And now I've got a surprise for you." Aunt May led them into the living room. "I know we thought you wouldn't be able to meet my boyfriend over Christmas, but there's been a change of plans."

"Wha-?" Peter's heart splashed into his stomach. In an instant, today had gone from the best day of his life to the worst.

"Peter, Gwen, I'd like you to meet Mr. Erio!"

Sitting at the loveseat was a strapping young gentlemen in a two-piece suit with a big, round fishbowl for a head.

"Pleased to meet you, sir!" Gwen smiled and shook his hand.

"Wait." Peter, however, took a step back. "Something's wrong." It was hard to put his finger on, but something was seriously… *off* about this.

"What's the matter, kiddo?" Peter bumped into someone, then spun around to discover Uncle Ben giving him a big old smile. "Why so surprised? May's been needing a replacement husband ever since you killed her last one."

But something was off about Ben, too. Something seeping out of his stomach. Something that stained his shirt red.

“Uncle Ben, no, I’m sorry!” Peter stumbled backwards. “I- I’m, responsible now. Please-”

“Oh, it’s too late for that, Peter.” The symbiote wrapped itself around Ben’s mouth, turning his voice into something distorted and alien. “It’s *always* been too late.” An ax-shaped hand pointed to May and Gwen.

Peter tried to run for it, but in the blink of an eye, May and Gwen vanished, replaced by half a dozen new, shadowy figures. Sandman, Hydro-Man, Morbius, Hammerhead, Walter Hardy, and at the back of the room behind them all, Norman Osborn. Mr. Erio reclined in his seat, watching Peter get buried up to his neck in sand and water.

Morbius barred his fangs, Hardy and Hammerhead aimed their guns, and Osborn merely stood, arms folded behind himself, watching. Peter squirmed against the sand, but it was hopeless. Geez, this stuff really was coarse and rough and irritating.

Peter stared down the twin barrels, and then-

Blam.

The living room was empty again, and Peter was sitting on the couch, huddled beneath a blanket.

“Huh? What?” Peter’s eyes darted about the room. They spotted the TV.

“*No, no, mesa stay! Mesa called Jar-Jar Binks. Mesa your humble servant.*”

Oh, right, the marathon. Peter must’ve spaced out for a second.

“Peter?” Beside him on the couch, Gwen turned his way. “This is kinda boring, isn’t it?”

“Yeah.” Peter wiped his brow. Why was he sweating? It was freezing in here. “If you have anything better for us to do, I’m all ears.”

“*Reeeeeally?*” Gwen paused the movie right on a frame of Ewan McGregor making a goofy face. “Hmm, I’m sure I could think of *something...*”

She’d put a hand on Peter’s thigh. Oh god, that drove him mad. He wasn’t sure he could resist much longer. She was climbing on top of him and doing things she’d never done before, things he’d been embarrassed to request, and her jacket had been thrown to the carpet, and- and-

“Ooh, looks like fun. Got room for more, Tiger?” And then Mary Jane was there, too, caressing Peter’s chest as Gwen continued to kiss him. And not just Mary Jane. There was Miss Brant, Liz, Sally, Sophia, Emma Frost, Black Cat, Captain America, Jean Grey… and every last one of them was nude as the day they’d been born (except Cap, who still had his mask and shield).

Peter tried to struggle, but the group had him pinned down.

“What’s wrong, superhero?” A devious smirk entered Gwen’s face.

A part of Peter wanted to take in every inch of the sight before him, but he was so embarrassed, his eyes ended up flitting towards the living room doorway… and there stood Captain Stacy. Staring. And like Ben, his stomach was growing damper and redder by the second.

Gooey white eyes replaced Captain Stacy’s own. His teeth were jagged and yellow. “*You said you’d be good to her.*”

Peter tried to hold on to Gwen, but suddenly the couch gave way beneath him, and Peter was in

his Spider-Man suit, and Harry was circling overhead on his glider, and-

“Whoops,” said Harry. “Butterfingers.”

“*Gwen!*” Peter fired a web, but no matter how far it flew, it never quite reached. “*Gwen, Gwen, hold on! I can do this! I can-*”

A thick, black arm grabbed his own. A lanky tongue slobbered on his shoulder.

“Let go of me, Eddie-!”

“*We know who you love the most.*”

Peter thrashed and flailed and flailed and thrashed until suddenly his fist hit something solid. What? The area around him had changed. Now he was floating in some kinda tank. With a jolt, Peter realized it was full of liquid. It was *in his lungs*. In his- But he could breathe. What was this? And were there… *feeding tubes* coming out his body?

Peter pounded the glass over and over, but it must’ve been reinforced. All he did was draw the attention of his jailer.

“Aww, you’re awake.” Miles Warren looked over his tank. There was no mistaking that skeevy mustache. But why-? How-? “Shh... Calm yourself, pet. You’ll have your time in the sun soon enough. I just need to run a few more tests...”

The next time he pounded, Peter’s fist hit a strand of web. Like a rubber band snapping, the world had changed again. Peter was back in his Spidey suit, and he was hanging off a massive spider web suspended in an endless black void.

“Interesting. *Most* interesting.”

Where was that withered old voice coming from? Spidey searched the web until he saw what might have been its center, though it was hard to know for sure when it seemed to stretch endlessly. Tied into its very foundation was a woman. At first Spider-Man thought it was Aunt May, except this lady was *way* more wrinkled. Her eyes were wrapped in a crimson cloth, the same color as the skintight suit that covered her frail body, and a white pattern trailed up her torso. It almost looked like a big spider, but maybe Spidey was biased because of his own chest emblem.

“What’s interesting?” Spider-Man climbed towards her on the web. “Who are you? What’s happening to me?”

“You can hear me?” The lady turned her head in his general direction. “*Phht.* Took you long enough. Here I’d assumed you’d rather focus your thoughts on naked people.”

“*You saw that-?*” Spidey quickly gathered himself. “So this whole psychedelic trip is your doing?”

“Please, as if I’d encourage such degeneracy.” The woman waved a bony arm. “This is why I never read the minds of teenagers.”

“You’ve been *reading my mind?*”

“I do apologize for the invasion of privacy-”

“Yeah, you sound real torn up about it.”

Even with the cloth over her eyes, Spidey could tell the lady was scowling. “It would behoove you to wait your turn before speaking, young man. As I was saying, I apologize for the invasion of privacy, but I needed to know if you were trustworthy. I simply did a quick skim of your ideals, your fears, your fantasies...” She paused, then added, “Speaking of which, why a speedo?”

“*How do people keep finding out about that?*”

“Well, no matter. The point is, you’ve been fed some sort of hallucinogenic.” In an undertone, the lady added, “You must’ve, or you wouldn’t be seeing me right now.”

“Oh, *that’s* reassuring.”

“I don’t know when you’ll awaken,” the woman continued, “but thus far, I’ve only been able to make contact with junkies and lunatics. *You* are the best hope I have of being rescued. I’ve seen your memories, Peter. You’re a good boy.” A brief montage appeared in the black void – memories from Peter’s point of view, and in every last one he was saving a life. There were so many, Spidey could scarcely catch one before another faded to replace it. “I know you can save me.”

“You’re right about that, at least. Saving people *is* what I do.” Spider-Man crawled over and started to rip her out of the web.

“Not *in the dream*, you dolt.” But before she could be freed, the lady vanished from Spidey’s hands and reappeared at a different section of web a few feet away. “You need to find my physical body.”

“Please, lady, tone down the gratitude. I’m blushing.”

“You will address me as ‘Madame Web.’”

“And here I thought I’d cornered the market on spider motifs...” Spider-Man was glad she didn’t know he was rolling his eyes under the mask. Or, err, maybe she did. “So where *is* your physical body?”

“I’m being held captive in a secure facility owned by-” Before Madame Web could get a dozen words in, the dream world started to shift again. It was twisting, morphing, and growing brighter by the second. “Of all the times you could choose to wake up-!”

“Hurry, hurry!” Peter could feel himself slipping back into reality. “Who’s holding you hostage?”

But Madame Web had already vanished. Peter saw only one last image before opening his eyes. It was a cackling face so pretty, it could only belong to… a goblin. But it wasn’t green – Peter was sure of that. It was pale yellow, complete with an orange hood.

But Peter barely had time to process it before his eyes opened.

“Peter?” Gwen was looming over him.

“Whuh?” For a second, he thought he was still dreaming, but then he realized Gwen was a little too clothed for that.

“Good, you’re awake.” Gwen helped him to his feet.

“What just-?”

“Mysterio’s robot doubles have been terrorizing every theater on the map.” Even when he was

standing, Gwen didn't release Peter's hand. "The emergency workers said his gas is harmless, especially in such a small dose. Heck of a high, though." With a smirk, she asked, "How was it?"

Peter smiled back. "Not the best trip I've ever had. Mysterio obviously didn't spring for the good stuff." As he spoke, he took in his surroundings. They were still in the theater hallway, though now it was full of rescue workers checking anyone who'd been gassed.

"*Gosh*, that was really brave of you to punch out that supervillain." Gwen nodded to Quentin Beck, who was being led away in cuffs. Or one of his robo-doppelgangers, at least. At this point, Peter was just gonna have to accept that possibility.

"Yeah," said Peter, "it's almost like the kinda thing Spider-Man would do."

"No prison can hold me, you fools!" Beck still hadn't dropped that phony accept. His head was poking out of his shattered helmet, revealing a chin full of stubble, and he seemed to be having trouble standing straight. "The great Mysterio's robotic doubles make the Life-Model Decoys look like Barbie dolls!"

"Oh, we're well aware," said the cop leading him away. "That's why we're gonna be *real* thorough when checking you this time. You've been pretending to be an alien, so you're probably already familiar with what the probing will be like..."

Well, that was one more loose end tied up. Man, though, what a trip… Peter held his forehead. Already, the visions were blurring together in his brain. There'd been, like, Mysterio in a suit, and, um, some old lady, oh, and an orgy. Peter definitely remembered the orgy.

"Well, this has been an experience-" Peter tried to enter the theater, but Gwen stopped him.

"We already missed the first fifteen minutes," she said. "Wanna wait for the next one?"

"Yeah, that's cool. Actually, one sec." Peter caught the attention of a passing employee. "Hey, uh, your theater was attacked by a supervillain. Can we get, like, a bunch of free tickets, or…?"

The employee gave a dry stare from beneath his uniform's hat. "Sir, if we gave out free tickets every time a supervillain attacked, we'd be out of business. Here, just hand me yours and I'll let you into the next showing."

"Thanks. Here ya go." Peter fished through his pockets, then handed the guy the ticket.

"Alrighty." The guy tore it and handed it back. "Enjoy *Alvin and the Chipmunks*."

"What the-?" Peter checked his ticket stub. In bold letters, it proclaimed, *Alvin and the Chipmunks: The Road Chip*. "No, this isn't- That ticketer must've-"

"No refunds." The employee was already walking away.

"*Oh come on!*"

Chapter End Notes

Next Up: Spider-Man, Hobgoblin, and even Aunt May's mystery boyfriend, all will find themselves tangled in the twisted weavings of Madame Web!

Cinderella Effect

DIABOLICAL DAREDEVIL ELOPES WITH EVIL EEL, the headline proclaimed. Wow, seriously? Jameson had gotten so desperate, he'd started making headlines about *other* masked vigilantes? It was almost enough to make the Web-Head jealous. Not like there were any Spidey-related headlines to be had, anyways. Ever since Tombstone's long-overdue arrest, the Web-Slinger's neck of Manhattan had been quiet as, well, a tombstone.

Hmm, weird that Daredevil was grappling a dozen new supervillains a week while Spider-Man was struggling to find a single purse snatcher. Guess it was someone else's turn to deal with the craziness for once. Maybe Spider-Man ought to go help old Hornhead out sometime? Life *had* been pretty boring around here lately.

"How was that? Peter?"

"Huh? Wha-?" Peter's head shot up from his newspaper to discover Gwen peering at him from across the band room. "Oh, yeah, that was great!" Well, Gwen was *always* great on the saxophone, so it stood to reason...

"Phew, that's good to hear. Thought I missed a couple notes." Gwen took a deep breath before returning her attention to her brass. "Truth is..." She glanced around, double-checking they were alone in here. "...I get really bad stage fright. Remember the Valentine's recital this Sunday? Usually, my dad would be in the audience. That always helped me keep my cool. But..." She spent the next several seconds studying her sheet music.

A sudden hand on her shoulder made her flinch. "Hey." Her eyes met Peter's. "For what it's worth," he said, "I'll be in the front row."

Oop, there was her pretty smile. Peter had started doing this thing a while back where he counted how many days in a row he could get her to show it, but he'd lost track somewhere back in December.

The sun was setting by the time Peter and Gwen left the ESU labs. This had become a part of their routine over the last few months – school, band practice, internship, then back home. And on the days Gwen didn't have band practice, she had work. Sure, it was a little on the tedious side, but Peter could handle tedious if it meant Gwen wasn't spending her days in bed anymore.

The two of them walked hand-in-hand down the campus sidewalk. Peter could never get over how gorgeous this campus was. Some of them were nothing but dull gray buildings, but Empire State had an even distribution of grass and trees... sandwiched between all the dull gray buildings. It was Manhattan – What couldya do? But hey, not too shabby a place for Peter and Gwen to spend the next few years after Midtown Magnet.

"Man, Dr. Warren really grilled me today." Peter winced at the memory.

"He's actually pretty nice if you don't get on his bad side," said Gwen.

"Well, he goes easy on *you*."

Gwen laughed. "Because I do a better job than you?"

"No!" In an undertone, Peter added, "*Because you're blonde.*"

“What was that?”

“Nothing.”

Suddenly, their march out of campus was halted. Coming towards them from a taxi was none other than a white-haired beauty.

“Aunt May!”

“Mrs. Parker!”

The two tackled her with hugs.

“What’re you doing here?” asked Peter.

“Oh, the F.E.A.S.T. soup drive ended early,” said May, fiddling with her glasses, “and I wanted to talk to you two. Remember that restaurant Harry took you to last year? How would you like to go there for breakfast tomorrow?”

“Whoa there, cowgirl!” Peter could hear the Parker household budget’s shrieks of protest in the distance. “What’s wrong with good old fashioned hamburgers? Gwen can get us a discount where she works-”

“That’s right, Mrs. Parker,” spoke up Gwen. “I’m already an extra mouth to feed. You don’t have to-”

“I’m not, actually.” May gave a strained smile. “My boyfriend’s footing the bill. We were hoping… now was the time for you to finally meet him.”

Every so often, Eddie’s chest would rise and fall, and Gwen would start to jolt from her bedside chair, only to realize it’d just been a sudden influx of air from the tube in his throat. Between the weight he’d lost and the sloppy haircut the hospital staff had given him, the guy was almost unrecognizable.

Peter found himself watching the skyline out the window instead. He couldn’t look at buildings anymore without subconsciously judging whether they were good for swinging.

There hadn’t been any change from Harry’s end, either. Peter and Gwen had heard nothing since he was sent back to Europe. He may as well have dropped off the face of the earth.

“You feeling good about May’s mystery boyfriend?” asked Gwen, eyes fixed on Eddie.

“Guess so,” Peter managed.

“You realize she’s been dating him for almost half a year now, and we’re only just now being introduced? Isn’t that weird?”

“Yeah, well, I mean…” Peter’s eyes, meanwhile, remained firmly planted on the window. “...we’ve kept bigger secrets from her for longer.”

“I’m sure it’s fine,” Gwen said, almost to herself. “Really, how bad could he *possibly* be?”

It felt kinda weird to be coming back to this restaurant with such a smaller crowd. MJ didn’t even go in with them this time. As soon as they pulled up in her aunt’s car, she merely gave Gwen a

wink and said, “You’re lucky I do emergency calls.”

Peter wasn’t sure if MJ was referring to the ride or the fact that Gwen was once again looking like a knockout. Moreso than usual, that is.

“I meant what I told you last time,” Peter said as the happy couple exited the vehicle. “You really do look like an angel.”

“You’ve been watching *way* too much *Phantom Menace*.” Even when she was being sardonic, Gwen made his heart pound.

Peter really had meant it, though. That pink dress, those black gloves, that uncharacteristically tidy hair… Don’t get him wrong, he thought she was super cute with glasses, but he could get used to Gwen wearing contacts. In fact, Peter couldn’t help but be self-conscious of his own wrinkled penguin suit every time he glanced at her.

Peter tried not to drool too much as they thanked MJ and then made their way inside. Peter wasn’t gonna lie, seeing the aforementioned angel wrapped around *his* arm and not Harry’s… made him smile.

Well, this place was as ritzy as Peter remembered. And everything from the tablecloths to the carpet to the couch-sized seats was red, seeing as Valentine’s was only a couple days off.

“Bonsoir, monsieur, madame.” Peter and Gwen were greeted at the door by a man sporting a pencil-thin mustache. “Avez-vous une réservation?”

“Uh, yeah, under ‘Parker.’ Wait.” Peter squinted at him. “Aren’t you the guy from the chemistry emporium?”

“You muzt be miztaken, monsieur, for I am a Frenchman, and zat man iz not a Frenchman, oui?”

“Uh, sure.” Peter thought it best to head to the table without further question. “Weirdo...”

“I think I see May over there.” Gwen squeezed Peter’s hand as they neared.

“Hey, hey, it’s gonna be alright,” he murmured in her ear. “Don’t worry about whether or not you like this guy – just focus on your sax solo tonight. I already bought a front row ticket.”

Her grip loosened. “That’s good. Thanks. Let’s just… Let’s just get this over with...”

With one last collective deep breath, they rounded the corner to discover Aunt May seated at a table, and in the seat beside her was…

“Dr. Bromwell?” The bald-headed Parker family physician? Peter’s relief was palpable. He’d always seemed like such a great guy. “*You’re* Aunt May’s boyfriend?” Peter reached out to shake the man’s hand.

“Boyfriend?” Dr. Bromwell laughed. “Goodness, no! Your aunt left her purse at my office during her physical yesterday, and I was just returning it. I believe that’s her boyfriend sitting behind me.” He hurried off, revealing the man at Aunt May’s side.

“Peter, Gwen...” May’s fingers intertwined with her boyfriend’s. “I want you to meet Dr. Otto Octavius.”

After that, they needed to call in some janitors to mop the splattered insides of Peter’s skull off the carpet.

“Wha-? Guh-? How-? When-? Why? WHY, MAY, WHY-?” Words escaped him.

Gwen, on the other hand, had a few choice ones. “We’ve met before, actually,” she said in a voice that made Peter fear for Ock’s life.

“We knew this was going to be difficult news to take in.” Ock held May’s hand tighter – Dear lord, what series of poor life choices had led to Peter having to narrate that sentence? Ock may have put on a regular, non-villainous suit and traded his pointy goggles back for his old square glasses, but he wasn’t fooling Peter for a second. “Miss Stacy, I’ve spent the past months of my life dreading this day. I don’t blame you if you hate me, but- but the person who held you captive wasn’t *me*. I’m not asking you to forgive me, only to understand the truth.”

Of course, like Gwen, Peter more than a few gripes with Ock, but he couldn’t exactly share those with the present company.

“Why did this have to be *now?*” Gwen had put Peter’s hand in a vice grip. “I have to perform in front of all those people on Sunday! How am I supposed to- to *focus* now?”

“Oh dear heaven.” May rose to give her a hug, but that only drew more pedestrian eyes on Gwen, which only made her trembles worse. “I’m so, so sorry, Gwen. I hadn’t- This was thoughtless of us.” She turned back to Otto. “We should go-”

“No, no! Everyone got all dressed up. If Doc Ock-”

“Please refrain from calling me that,” Ock said softly.

“If *Dr. Octavius* has something to say to me, I want to hear it.”

“Very well.” Ock took a breath, then continued, “The night of my accident... that horrid night when my harness was fused to my body… the inhibitor chip was destroyed.” He touched the back of his neck. “Its remnants exist inside my spinal cord even as we speak. The neurological damage the chip caused only exasperated the head trauma I received. In short, Miss Stacy, I lost my sanity. The arms controlled me, not the other way around.”

Hmmph. He was definitely speaking more gently than usual. Peter kept expecting Ock to throw in some self-praise, but he never did.

Gwen, for her part, remained silent.

“Show them the video, Otto,” spoke up May.

“Ah, yes, thank you, my dear. It’d slipped my mind.” Ock fished a phone from his pockets, pulled up a video, and held out the screen for them to see. “S.H.I.E.L.D. had my arms melted. I believe they’re being used to produce soda cans now.” The phone did, indeed, show footage of Ock’s arms being lowered into a pool of molten steel. The things writhed like worms as they went down. Peter couldn’t help but shudder.

“See, Gwen, Otto is harmless,” said May. “He only did such vile things because he was sick, but now he’s recovering. The man I know never would have hurt you.”

Finally, Gwen looked to Ock and said, “And you don’t have an extra set of arms stashed away somewhere? You’re not gonna build more?”

Ock shook his head. “That would be immensely impractical. I have no way of acquiring the resources when my activity is being so closely monitored by S.H.I.E.L.D.-” He caught himself. “And even if I could rebuild them, I would never subject myself to that horror again.” Ock shut

his eyes. “I want my old life back, Miss Stacy. The life of Doctor Octopus brought nothing but pain and hardship, but I am a man of science. I only want to continue my work.”

“There are agents tailing Otto.” May pointed out some men-in-black types seated at the surrounding tables. “Even if he were to regress to old habits, God forbid, we would be perfectly safe.” She placed her hand over Gwen’s. “I would never put you in danger, dear, I promise you.”

“The doctors at Ravencroft want me to reintegrate myself with public life,” added Ock. “I haven’t fully recovered – I may never – but I *have* been declared sane.”

Yeah, well, Ravencroft had declared Jameson’s son sane, too, and that situation had still gotten hairy, pun intended. The problem was, Peter couldn’t point that out without breaking his promise to Jameson.

“But- But how did this happen, Aunt May?” Peter stammered. “Ock... *tavius* gave you a *heart attack.* If he hadn’t been parading around the city with his Sinister Six chums-”

“That’s what brought this about, actually.” May gave a halfhearted smile. “Seven months ago, Ravencroft began a program where patients were encouraged to reach out to people they’d wronged and make amends. Otto chose me.”

“Indeed I did.” Ock shared her expression. “I never forgot the sweet woman I’d terrified. When I heard about the cardiac arrest, I… Well, I couldn’t sleep.”

Oh, *that* was convenient. Out of all the people Doc Ock had terrorized...

“You were sick, Otto. I forgive you.” May spent a while gazing into his eyes. Peter had to fight not to retch. “And you know what? You may have frightened me, but you were still a gentleman. You could have attacked me with your arms so easily, but instead you asked me to step aside. Even then, I believe the good man you truly are was fighting to escape.”

“May...” Ock placed a palm on her forearm. “You mean the world to me.”

Okay, Peter’s fight had been in vain.

Ock returned his attention to Gwen. “Miss Stacy, I wish I could articulate how truly, deeply regretful I am for the pain I’ve caused you. I realize nothing I could ever say would undo it, and so the most I can offer… is an apology.”

“Don’t forget Coney Island,” said a particularly venomous Peter. “You dropped Liz off a roller coaster, just off the top of my head.”

“Yes…” Doc bowed his own head. “I regret and apologize for that as well. I fear that the sheer number of my crimes has created a gravity that I cannot break free of.”

“Yeah.” Gwen sounded numb. “Yeah, I get it. Um...” She gave Peter a look. Not *The* Look. Just *a* look. “Give us a second.”

May and Ock nodded, and so Gwen pulled Peter aside, taking him a safe distance from the table.

“What do you th-?”

“We have to get you far away from him.” Peter’s hands grabbed her shoulders of their own accord. “You could spend the night at the X-Mansion or the Baxter Building or-”

“Peter.” Gwen sighed. “You’re sweet, but there are S.H.I.E.L.D. agents watching him already.

Besides...” She stared at her shoes. “...he only kidnapped me because of my dad. Not exactly an issue anymore.”

“But if he’s not after you, then...” Peter hesitated. He didn’t want to scare her, but Gwen was more than smart enough to have pieced it together already. “…he wants *me*. He knows.”

Gwen nodded. “I can’t think of any other explanation.”

“So then we have to stop him!”

“Stop him from what?” countered Gwen. “He hasn’t done anything wrong yet. We can’t have him arrested because we think he’s *going* to break the law.”

“I just...” The shoulder-squeeze transitioned into a hug. “…I don’t want this to turn into another ‘Venom’ situation. I almost lost you *and* Aunt May that time. That would’ve… That would’ve destroyed me. But I don’t know how to get Doc Ock out of our life-”

“I have a way,” cut in Gwen, pulling away, “but you’re not gonna like it.”

“Hit me.”

“We tell May the truth. The *whole* truth. Like my dad had wanted.”

She really *had* hit him. Peter swallowed. That hadn’t even crossed his mind. To be honest, he’d gotten so used to hiding his secret ID from May, it’d become second nature to him. “You’re right. She has to know. We can’t keep it from her when she’s in danger like this.”

“Well, we’ll have to wait until we’re in private with her.” Gwen turned for the restrooms. “Look, sorry to ditch you, but I can’t go face that man again until I’ve had time to compose myself.”

“It’s okay.” He didn’t blame her – Peter was trembling, too. “Take your time. Love you. Be careful.”

“You too.”

They kissed, and then Gwen hurried to the ladies’ room as Peter returned to the table.

“Gwen had to use the bathroom.” He seated himself across from Doc Ock.

“Understandable.” Ock had actually been focusing his attention on Gwen, but now his eyes were on Peter. “Your aunt’s told me much about you, Mr. Parker. I hear you’ve a promising scientific mind.”

“Uh, yeah.” Peter fought not to sound *too* antagonistic. There was always the chance Ock didn’t know his secret ID after all. “Guess I take after my dad.”

“Ah, yes.” Otto nodded. “I have nothing but respect for Richard Parker. I’ve read all his work. A brilliant man, lost too soon.”

“Yep.” There was gonna be another brilliant man lost too soon if Ock didn’t put more space between himself and May...

“Ah, you are ready to order, no?” It was at this point that the French guy approached them. So now he was a waiter, too?

“We’re waiting on someone, actually.” May stood up. “In fact, I’ll go check on her.” She scurried off into the lady’s room after Gwen.

Peter was tempted to beg her not to leave him. Now he and Doctor Octopus were sitting across from each other in dead silence. Before, Ock had been looking at Peter in, y'know, a normal kinda way, but now he was flat-out staring.

"Yes," he said, "your father was quite gifted. I was particularly impressed with his work on adhesive fluids."

"Ha ha, yeah, that was my dad." Peter held a menu over his face. "Always working on his crazy glue. The artificial kind, y'know, not the organic stuff like what Spider-Man uses." He mentally kicked himself.

"That reminds me," continued Ock, "I hear you're also well on your way to a career in photography, and you focus on such an interesting subject..."

"Oh, y-you mean the Web-Head? I haven't-" Peter's voice cracked, so he had to start that over. "I haven't done that in forever. Guess the guy got sick of the spotlight."

"That's one hypothesis, yes." Remember how Peter had noticed Ock was speaking more gently earlier? Well, that trait, um, might not have been as pronounced anymore. "But aside from science and photography, a friend of yours mentioned another of your hobbies to me. Striking fellow. If only I could recall his name… Ah." His face was growing more punchable by the second. "That's right, Edward Brock. A fellow patient in Ravencroft. I understand he's comatose now, for which you have my condolences."

"Th-Th-Th-Thanks. We're, y'know, we're all pretty upset about Eddie. I don't really like to talk about it."

"Is that so?" Ock raised an eyebrow. "But don't you want to know which hobby he told me of?"

"...Embroidery?"

"No, actually," said Ock. "He told me you were Spider-Man."

Peter choked on air. It felt like he was skydiving without a parachute, flailing helplessly as he tried to figure out what the heck he was supposed to do. Finally, he decided on the only thing he could think of: laughing. "Ha! What?" It was a little on the, err, forced side, but image Peter's relief when Ock joined in on it. And it wasn't the typical diabolical kind of laughter coming from Doc Ock, either. It was pure, hearty laughter.

In hindsight, Peter was an idiot for getting so worked up. If Eddie had told Doc Ock that Peter was Spider-Man, and Ock really believed it, then why hadn't he acted on that info the last time he'd formed the Sinister Six?

"We shouldn't laugh." Peter pretended to calm down. "Eddie said a lot of crazy things. I only went as Spidey for a Halloween party."

"Yes," said Ock, stifling his own laughter, "though I suppose that Venom creature would corroborate the claim, wouldn't he?"

"Oh yeah, not a fan of that guy. You wouldn't believe how many reporters came to my house, but in the end, they all confirmed I'm not-"

"Intriguing black costume he had." Peter risked lowering the menu to verify that Ock was indeed still staring at him. "Remarkably similar to one Spider-Man wore the first time he defeated the Sinister Six."

In post-hindsight, Peter was an idiot for thinking he was an idiot for getting so worked up.

“I must say,” continued Ock, “it’s relieving to know that you’re not, in fact, the arachnid. You see, your aunt and I have a mutual distaste for him. It was Spider-Man who caused the accident that fused my harness to my body in the first place.”

“I know Spider-Man well enough to know he’d never do that,” Peter said tightly. “Remember, that was back before Ravencroft declared you sane-”

“Even so, if your aunt was ever to learn that her cherished nephew was Spider-Man… If she was to learn her nephew was responsible for hurting the man she loved…” In a blink, Ock’s smugness vanished, replaced by something less benign. “…I hate to think how a lady with such a delicate constitution would take such news. *And I shudder to imagine what would happen to the person who delivered it to her.*”

Ock had said a lot of words to Peter just now. But the only ones he heard were: *responsible for hurting the man she loved… responsible for hurting… responsible…*

Doc Ock didn’t even know how much of a snake he was being.

Peter opened his mouth.

“We’re ready to order!” But then Aunt May returned with Gwen in tow. Gwen seated herself beside Peter, practically huddling against him.

She gave Peter this look with her eyes, like she was saying, *We’re telling May soon, right?*

Peter looked away.

“Oh, yes, Otto, before I forget, let me get you your present.” Aunt May reached into her purse to retrieve a small gift bag.

“You’re too kind to me, May.” Ock smiled, then removed the colored tissue paper to reveal a pea green mug.

And printed on it in red were the words “EVIL GENIUS.”

“I know you were upset that Peter accidentally broke your old one,” said May.

“Why, May...” Ock kissed her hand. “I’m touched.”

“Oh, stop it!” May’s face had gone redder than Peter had ever seen. She pulled away, then held up the mug for the kids to see. “Look, isn’t that funny, Peter? It’s ironic!”

In the long and studied history of awkward breakfasts, Peter was confident that the one they were currently leaving ranked pretty high up there. He wasn’t sure what made him angrier, Ock’s veiled threat or the fact that the food had been absolutely delicious yet Peter hadn’t been able to keep it down due to the constant sight of Ock and May making eyes at each other.

But what made Peter even angrier than that was the way that the four of them so naturally divided into groups when they left, with Peter and Gwen going one way and May and Ock going the other. Peter wanted more than anything to throw on his costume and give Ock a nice flying kick… but that would only *prove* the Web-Head was a menace in Aunt May’s eyes.

“Peter?” Gwen took his hand again as they walked to the subway. “Do you want to plan out how

we'll break the news to your aunt?"

There was that old familiar pain in Peter's chest again. "Gwen… The thing is..." *Doc Ock knows I'm Spider-Man and he could've told a ton of other bad guys and we need to get you and May to an underground bunker to live the rest of your life where you'll be safe and also I can't love you anymore because I'm Spider-Man and when I love people it puts them in danger.*

Gwen blinked. "Peter? Were you about to say something?"

"Nothing," said Peter. "It's nothing."

"Don't give me that." They stopped walking so Gwen could frown at him. "I know you're upset. I am too. This morning's been a lot to process, but we can do it together. I'm here for you."

"I-I'm here for you, too." Oh, that made the pain way worse. Peter turned his head to look somewhere, anywhere, that wasn't at Gwen.

His eyes fell on Captain Stacy. "*You promised to be good to her.*" Stacy's teeth were yellow. His skin was slimy and red. It was so… familiar… like something that'd happened when he was a baby. Or something in a… dream.

It flooded back all at once. Mysterio. The hallucinogenic. Madame-

"Finally," said Madame Web. "I thought you'd *never* remember."

"AGH!" Peter sprang back like a startled cat. He was still on the sidewalk, only now it was floating above a pitch black void filled with nothing but an endless spider web – and a woman trapped in its center. Gwen had gone, and Peter's Spidey costume had returned. "What the-? You-I-"

"Let's not go through this every time we talk," Web said flatly. "You should remember our first meeting now – otherwise we wouldn't be having this conversation. If I had to guess, your guilt over putting your girlfriend in danger again rekindled that old nightmare of yours, and the other memories were brought back along with it."

"You have no idea how much I was hoping you were imaginary."

"The only consolation here is I won't have to suffer through the inane drivel of explanations ever again. Now that you've remembered me without the help of a hallucinogenic, we should be able to maintain telepathic contact forever."

"Hold your horses, lady!" Great, now Spider-Man sounded like Montana. "Did you say 'forever?' As in, *forever* forever?"

"Believe me, I'm every bit as thrilled as you."

Spider-Man held his head. "So are you like the personification of The Game? Y'know, that thing where you lose every time you think about-?"

"You don't need to explain it," cut in Web. "I can read your thoughts."

"But then why even-?"

"In fact, you'd save us both a lot of time by keeping your mouth shut." Web held up a silencing hand. "I know it's hard for you."

Spidey opened his mouth, but then Madame Web snapped her fingers and a gag appeared over it.

"Apologies, but if we take too long, I'll need to rest before contacting you again." Madame Web's withered brow creased. "Using telepathy from inside a telepathy-proof cell isn't as easy as it sounds." She shook her head. "So let's keep this terse. Roderick Kingsley is the man behind all the Hobgoblins you've fought." A giant image of Kingsley's face appeared in the void beneath her. "A bit over a year ago, he had me kidnapped from my home and placed inside a special machine that lets him control the powers of mutants such as myself." An image of the machine appeared, too. It was a tangle of wires and tubes, almost like a giant spider web. "My skill set is limited as far as telepaths go, but Kingsley's found a use for me in temporarily brainwashing hapless victims into doing his bidding." Across the void, images flashed of Donald Menken, Ned Lee, and, uh, that other guy, all of them unmasked as a Hobgoblin.

"I want my freedom, Spider-Man." For the first time, something crossed Madame Web's face that wasn't disdain. "I want to see my daughter and my granddaughter. But with my powers so limited, I've only been able to contact those in altered mental states, of whom you have been the only one capable of freeing me. I managed to contact Tony Stark once, but then he went to rehab."

She let out a sigh. "And that's all well and good, except that I have no idea where exactly Kingsley is holding me. You must seek me out, Spider-Man. Follow Kingsley's trail of crime back to me."

"*Mmph mmph mmph mmph!*" said Spider-Man.

Madame Web snorted at him. "Yes, I know you want to *believe* you've cleaned the streets of crime, but it's funny, isn't it, how our biases shape our perception of reality? I suppose it's fortunate, though, or else I wouldn't be able to talk to you."

"*You wanna know something, lady?*" Peter was finally able to blurt out his retort, only to cut himself off right before he got to the nasty part. "Wha-?" He rubbed his eyes. He was, naturally, back in Manhattan.

"Uhh… Peter?" Now Gwen was *really* frowning at him. "Who are you talking to?"

"Oy vey..." Peter found himself rubbing his temples. "I'm really sorry, Gwen. I swear I'll explain the whole thing later, but- but this mutant telepath just contacted me. I need to go rescue her." He started to duck into an alley to change, but then he stopped. "Except I don't want to leave your side with Doc Ock running loose."

"It's okay," said Gwen. "His arms were melted and he's got S.H.I.E.L.D. agents tailing him. I'll be fine, Peter. Go save people."

"No, the thing is..." Alright, deep breath. "While you and Aunt May were in the restroom, Ock made it pretty clear he knows I'm Spider-Man… and if we tell Aunt May… Well, he seemed pretty confident there'd be consequences."

"Oh." Gwen's face fell. "I see."

"We could have his memories erased like we did Black Cat and the police before, except Xavier and Jean are at some mutant rights conference in Washington. They can't do it from that far away, and I've got no clue when they'll be back." Peter sighed. "I don't know how, but Doc Ock can hurt us, and I'd feel a lot better if you and May were being guarded." He grabbed his phone from his pocket. "But there's still a way the X-Men can help us. Ock might know I'm Spider-Man, but he doesn't know Liz is Firestar. Would it be weird if I call up my ex and have her spend the night

with you?"

"Only extremely."

"Too late, it's already ringing." Peter held the phone to his ear. "Hey, Liz!"

Classical Conditioning

Chapter Notes

See the end of the chapter for notes

"Hit the gas! Hit the gas!" An armored truck tore down the street.

Thwip, thwip, thwip. And keeping pace with it was a teenage boy swinging on ropes fired from his wrists. If that wasn't impressive, Spider-Man didn't know what was.

Clang. Then to top himself, Spidey landed on their windshield, which, of course, only caused the thugs to freak out even more.

"Whattaya know, Madame Web was right!" Spidey casually ducked a round of gunfire, then sent his fist into one of the mooks – via the windshield. "Here I thought I'd scared you guys off the streets, but it turns out all I had to do was a thorough sweep of the city, and lo and behold, I find you chuckle-meisters robbing a TriCorp vault."

The armored truck barreled past a construction sign and plunged into the drink. Its passengers, however, found themselves webbed upside-down to a harborside lamp post, all of them stuck in one big, meaty package for the police to unwrap.

"Now why don't you be good boys and tell me who your boss is?" Spider-Man had perched himself atop the post. "Somehow I doubt you've got the collective brain cells to pull this off by yourselves."

"We don't gotta tell you nothin'!" spat a thug.

"I was hoping you'd say that." Spidey gave the web-cocoon a good shove, sending it oscillating wildly.

"Oh god! Make it stop! Make it-"

"Let's see if you can swing all the way around!" Turns out they could. Unfortunately, their combined weight caused the thin line holding the cocoon to snap and send their heads smashing onto the pavement… or, well, they *would've* smashed if Spidey hadn't caught them at the last millisecond.

"*I'll talk, I'll talk!*" one of them finally yelped.

"Ugh, Lenny!" hissed another.

"We don't know our employer's real name!" Lenny blurted out. "But they call him the Kingpin, and he wanted us to steal this tech so he can pay for more super-mercenaries to fight Daredevil. And- And if he finds out you're sticking your nose in his operations, too, he'll do the same for you!"

Ohhh, Spider-Man saw what Kingsley did there. *King*-pin, *King*-sley? Looks like he'd found his guy. "And would you happen to know if Kingy's holding any helpless old ladies hostage? Specifically, ones with telepathic powers?"

"Wh-Whuh?" Lenny's face made it clear that he would not.

"Thanks anyways, Lenster. You've earned a gold star on your progress report." Spider-Man stuck

a classic “Courtesy of Your Friendly Neighborhood Spider-Man” note to the cocoon. And with that, Spidey re-webbed the cocoon to the lamp post and swung off.

Spider-Man was honing in on Kingsley – He could smell it. He’d already explained everything to DeWolff, but it turned out info that’d come to him in a dream wasn’t adequate grounds to use police resources.

At least now Spidey knew why such terrifying threats as the Eel, the Jester, and scariest of all, *Leap-Frog* had all been going after Double D lately – which, to be fair, was a bigger deal for Daredevil since he couldn’t handle supervillains as easy as Spidey could. It figured Kingsley was in the super-mercenary production business after his hand in the Rhino suit auction and his failed deal with Tombstone on the yacht.

And now Spider-Man could look forward to his own fresh batch of super-mercenaries to tussle with. It ticked him off, honestly. Everything he’d worked for, everything he’d lost, and now Kingsley was putting things right back to the way they’d been at the start of Spidey’s career. Obviously, rescuing Madame Web was important, but it wasn’t enough. Kingsley had to be stopped before anyone else got hurt.

Spider-Man hurled himself over a building, then fired a fresh web-line, zipping down toward the street with twice the momentum.

Oh, and none of this was even getting into the fact that Doctor Octopus had been invited over to the Parker house for tea and crumpets. It was taking everything in Spider-Man’s power not to let out one long, perpetual scream. And if the big tough superhero was that apprehensive about Ock, he couldn’t imagine how Gwen must be feeling. Boy, was he glad Liz was there to watch her. It was the least Peter could do for Gwen.

May stuck her nose through the bedroom doorway. “Can I get you girls anything?”

“No thanks, Mrs. Parker.”

“Alright, then. Have fun, you two.”

The door closed back, leaving Gwen and Liz to fill Gwen’s bedroom (formerly the guest room) with dead silence. Gwen sat on her bed, absorbing herself in her laptop, while Liz tapped away at her phone from atop a beanbag chair.

“So,” said Liz.

“So,” said Gwen.

More silence. Gwen coughed.

“I’ve, uhh, got my costume on under my pajamas, for the record.” Liz rolled up her pajama shirt to reveal the skintight yellow outfit beneath.

“It probably could’ve passed as pajamas on its own,” said Gwen.

The tension was broken with a much-needed laugh. “Heh, yeah. Petey, y’know, told me everything. If Doctor Octopus tries to kill you in your sleep, I’ve got your back.” She summoned a tongue of flame to her fingertips, like flicking a lighter. “I’d love to see him try. I’m not as helpless as I was on Coney Island.”

“Yeah, I guess Xavier’s school really helped you learn control, huh?”

“Mmm hmm. I’m not gonna burn the house down if that’s what you’re worried about.”

“No, I’m sorry, I didn’t mean to imply-” Gwen’s eyes returned to her laptop screen. “So, uh, how’s Mark?”

“He’s doing great,” said Liz. “He and MJ are actually getting an apartment together.”

“Cool, cool.”

They’d managed to wrestle the silence down for a bit, but it clawed its way back.

“I like your hair.”

“Oh yeah.” Gwen brought a hand to it. “We went to a fancy restaurant yesterday, and I figured I may as well stay dolled up for the recital tomorrow.”

Had they been radio hosts, listeners would’ve called by the truckloads to complain about the dead air.

“So you still call him ‘Petey?’” Gwen kicked herself. There it was. There was the cattiness she’d been fighting to hold in.

“Oh, right, sorry. Force of habit.” Liz glanced away, blushing. “Look, you’ve got nothing to worry about, Gwen. Things were kind of over between me and Peter even before we broke up. I never could compete with you.” She bowed her head. “And besides, he was never really around. I mean, don’t get me wrong, I know now that he was out saving people, which is obviously way more important, but the relationship was still, like, pretty unfulfilling.”

“Yeah.” Gwen’s eyes remained fixed on the Bugle website’s breaking news plastered across her laptop screen: SPIDER-MAN SINKS ARMORED CAR. “I can see how you’d feel that way.”

Peter was up bright and early Sunday, Valentine’s Day, so he could walk Liz out the door.

“Thanks for everything, Liz. You’re a lifesaver. Hope things weren’t too weird with Gwen.” Currently, Gwen was up in her room getting dressed – She’d be spending the day practicing with the band until her solo this evening – but that didn’t *necessarily* mean she was avoiding Liz, right?

“It was fine, Petey- Err, Peter. Pedro.” Liz shook her head. “Can’t do it again tonight, though. I’ll be busy with school stuff.”

“I get it.” Peter could watch Gwen tonight, but that meant he had to spend today hunting for Madame Web while he still could. He doubted Ock would try anything to Gwen in broad daylight while she was at the school, and Ock likely wouldn’t make good on his threat unless Peter told May he was Spider-Man, anyways. Besides, Madame Web had already spent a year in captivity. Peter hated to make her wait any longer... even if she *was* insufferable.

It was only too bad he couldn’t keep *May* away from Ock.

“Oh. Miss Allen. Hello.” Speak of the devil, Ock crossed their paths on their way out the driveway. “I realize it may be a poor consolation, but I am deeply sorry for what I-”

“Save it.” Peter ushered Liz away under his arm. “If you had to apologize to everyone you’ve been a creep to, you’d waste the rest of your life.”

“Yes.” Ock backed off, eyes quivering behind his glasses. “Perhaps you’re right...”

Someone get him an Oscar.

Peter and Liz left the Parker house, but Spider-Man and Firestar arrived at the X-Mansion. Web-swinging and flying were way cheaper than a cab.

“Ohmigod, it’s him!” The moment Spidey was through the welcome mat, Kitty hid herself until only the top half of her head was poking out the wood floor. “Can’t believe Liz spent the night at his house. Lucky little...”

But she wasn’t the only mutant gathered by the mansion’s entrance hall. There was Beast waiting by the stairs, as well as old Bubsy the Bobcat himself squatting in an armchair with a cigar in his mouth and a newpaper in his hands. Logan grumbled his disapproval at Spider-Man’s arrival.

“Good to have you back, Miss Allen.” Beast gave her a fuzzy blue smile. “I hope you enjoyed yourself.” He turned to the out-of-costume Wolverine. “Logan, what did we say about smoking in the school?”

Some expletives escaped Logan’s breath as he extinguished the flame on his palm.

“Hey, Wolvie!” Spidey figured this was a good time to waltz up to him. “Since Liz can’t make it again tonight, how’d you like to have a sleepover? We can stay up late, gossip about boys, paint our nails-”

Logan replied with his middle claw.

Bamf. “Ooh!” Nightcrawler was perched on a wall that’d been unoccupied a second ago, directly above Logan’s head. “Zat reminds me of ze time ve painted Logan’s claws pink vhile he slept. It took forever for him to vash it off!” *Bamf.* He was gone before Logan had the chance to scowl at him.

It was at this remark that Logan sprang from his seat and stormed out the room. “I really, really hate teenagers...”

“I wish there was more we could do to help with your ‘cephalopod problem,’ Spider-Man,” said Beast, “but the X-Men have villains of our own to face at the moment, and our resident telepaths won’t return until tomorrow evening.”

“Thanks anyways, Beast.” Even if Spidey could have Ock’s mind wiped, that’d raise the old ethics question – How much memory tampering was too much memory tampering? Was it okay to, say, erase Ock’s belief that Spider-Man caused the accident that fused his harness to his spine? Yes, it was an *untrue* belief, but it still contributed to the man Ock was today. Would changing Ock that drastically make him a different person? Was that akin to murder? Ugh, all this telepathy stuff made Spidey’s webbed head spin.

“Actually-” He turned back to Beast. “-could we do the sleepover thing the other way around? Could my girlfriend stay here? Err, I know she’s not a mutant, but I’d feel a lot better if she was safe from Ock...”

“Of course, Spider-Man,” said Beast. “We’d be happy to have her.”

“What?” said a voice. Spidey, Liz, and Beast turned their heads to find yet another teenage girl standing at the end of the hall, and this one could compete with *Wolverine’s* surliness. Kind of a goth look going on with pale skin and a skunk stripe through her messy brunette hair. “So we’re lettin’ normies stay here now?”

“There’s no need for species-slurs, young lady!” snapped Beast. “Xavier’s house is open to *all* gifted youngsters, not just mutants.”

“Yeah, sher,” said the girl. Spidey supposed that was her Southern way of saying “sure.”

Suddenly, the girl removed her glove and touched a palm to Kitty’s head, which was still poking out the floor. “*Agh, hey-!*” Kitty stumbled back, vanishing beneath the ground entirely, and then the other girl suddenly walked through the walls and out of sight like a ghost.

“What was that?” Spider-Man rubbed his eyes, which actually did no good since they were part of his mask. “So *both* of them can walk through walls?”

“No, Rogue can just copy people’s powers,” said Liz. “And she drains anyone she touches like some kinda leech. Bit on the antisocial side if you ask me. She used to be a member of Magneto’s Brotherhood, actually.”

“Ah, a reformed villain.” Spidey nodded Spidey. “I’ve gotta deal with one of those, too. He’s also pretty leech-like, come to think of it...”

None of Manhattan’s other parks were quite as nice as its central one, but this particular park was pleasant enough. May and Otto sat on a bench, huddling together to ward off the biting wind.

May smiled at her boyfriend, adjusting his orange bow tie. “I haven’t had this much fun in too long.”

Otto smiled back. “I’m glad you’re happy.”

“Yes, but...” May’s own smile faded. “I only wish Peter and Gwen hadn’t taken the news so hard. I suppose I was so caught up in the man you’ve become, I forgot they’d only ever known the man you were...”

“Change doesn’t occur overnight,” said Otto. “A truism the doctors at Ravencroft were fond of reiterating.”

“I wish I’d kept my brain as sharp as yours. My sister-in-law was passionate about science, but I suppose I settled for being a simple housewife-” Suddenly, May cried out, squeezing Otto’s arm. “Oh! Otto, look, it’s that awful man!”

A red and blue figure was swinging from the buildings in the distance, leaving a trail of webbing in his wake.

“Not to worry, my dear.” Otto gave her hair a stroke. “You’re perfectly safe with me.”

May sighed. “I can hardly wait until the kids are in college and we can finally move out of this horrible city...”

At this, Otto recited: “‘Finding a way to live the simple life is one of life's supreme complications.’”

This earned a chuckle from May. “I can’t argue with that. Ben had always wanted a simple life, too.” Her voice grew softer. “I remember when we were young… He made promises to me in parks just like this...”

A heavy silence permeated over the bench.

Finally, Otto broke it. “I met Rosie in this park. Right over there.” He pointed out some picnic tables. “I was trying to study a neurology *and* an applied mechanics textbook simultaneously. She was trying to study T. S. Elliot. Hers was, by far, the most difficult to parse.” They shared a laugh. “I’m serious. It was incomprehensible! ‘Time present and time past are both perhaps...’” He shook his head. “I can’t remember anymore. That was so long ago.”

Otto’s glasses were clean, but his eyes were fogging over. “We were so vibrant, so bold in those days. We thought we were invincible. I proved us wrong.”

At these words, May squeezed his arm harder. “Otto...”

“If I hadn’t ignored the safety procedures… If I’d remembered something as *basic* as that happens to heated glass-”

“Otto, Otto, shh…” May had nestled herself in the crook of his neck. “I’m here, Otto, I’m here.”

“After that, the word seemed so large, so frightening.” Almost inaudibly, Otto added, “And that’s when I found myself working for Osborn.”

A somber laugh escaped May’s throat. “I suppose-” Her voice shook. “I suppose we’re *both* responsible for losing the ones we loved.”

“Yeah, I said extra sauerkraut.” Blackie Gaxton licked his lips as the guy behind the hot dog cart put the finishing touches on his dinner. Gaxton eagerly payed for it, then grabbed the food so he could cram it down his gullet.

Thwip. Unfortunately, the hot dog only got within a couple inches of said gullet before it was snatched away by a web-line.

“*Oh, come off it!*” Blackie ran for it, but he didn’t get far before he was snatched from the air on another web line.

“Blackie, my man!” A spandex-clad figure that Blackie had learned to dread gave him an upside down stare from the flagpole he’d perched on. “So… I heard through the grapevine that you might know where a certain Kingsely is holding an old lady captive.”

“*Please, Spider-Man, I swear I haven’t done anythin’ wrong! Just lemme down!*”

“Uh uh uh.” Spidey held him up by the leg. “That’s not how this works, silly. First you’ve gotta tell me what you know.”

Blackie glared at him. “It’s not enough that you burn down me lounge, now you gotta steal me dinner, too?”

“Oh, right, this.” Spidey inspected the hot dog in his other hand. “If you be a good boy, you can have it back.”

Blackie sighed, an uncanny sensation when done upside down. “One o’ the men I was bookin’ says ’ee was doin’ a run fer Kingsley when he caught a glimpse o’ some crone strapped up to a weird machine. It was in the warehouse by the river straight from ’ere. You can’t miss it.”

“Thanks for your cooperation, champ. You’ve been a real pal.” True to his word, Spider-Man lowered Blackie to the ground and tossed him his hot dog. Before swinging off, Spidey added, “Oh, careful not to eat the bits with webbing on them – It gives you crazy bad constipation. Don’t ask how I know that.”

Blackie rolled his eyes.

"*What is it?*" Finally, there came a voice from the speaker.

"Doc! I've been trying to reach you for forever!"

"*I told you, Electro, I'm out with a friend.*"

Electro scowled into the phone. He was only allowed to use the one in the Ravencroft visitation center once a day, at this particular time. Doc knew that. What, he couldn't set aside a minute? "Yeah, I know. The old lady."

"*She has a name and you will refer to her by it.*"

"Yes, Doc." Electro winced as hard as if Doc had reprimanded him in person. "I'm sorry, Doc. I know you care about May Parker. It's just, well, they let you out but not me, y'know? Guess cuz my powers still make me dangerous. It's pretty miserable in here."

"*I asked you to wait. I need to go now. When or if I need you, I will contact you with the signal, understood?*"

"Under-" The call ended. "-stood."

Slowly, Electro returned the phone to the receiver.

The warehouse was in Spider-Man's sights. Soon, Madame Web would be free, her testimony would probably put Kingsley behind bars, and best of all, Spidey would never have to put up with Web's surprise acid trips ever again. And he'd still have plenty of time before Gwen's recital.

Spider-Man swung onto the side of the warehouse, then crawled through a window and onto a roof. The place was pretty tiny as far as hideouts went. Only slightly bigger than a basketball court. Not to mention totally empty.

There was, however, one notable feature on the far side of it – Namely, a big, elaborate machine full of twisted wires and tubes… with an old woman trapped in its center. It looked like a giant spider web, exactly the same as in the vision.

"Madame Web?" Spidey descended upside down on a web line. "Psst. It's me."

Madame Web, too, was identical to in the vision, right down to the blindfold and the chest emblem. Spidey expected her to answer, but she remained still. What Spidey wasn't expecting was for a voice to suddenly ring through his head:

Spider-Man, get out! It's a trap!

Mere moments later, his spider-sense blared like a siren. "Whoa nelly!" Spidey backflipped away, expecting to see an explosion or a supervillain or something. But instead, he turned to find a mere man standing before him.

"Ah, Spider-Man. I was hoping to see you." He was a dark-skinned man with white hair and a whiter suit. At the snap of his fingers, translucent orange forcefields sprang up around both the machine and himself. True, honest-to-god forcefields. The little sci-fi nerd in Peter went wild.

"Kingsley." Spidey crouched into a fighting stance, clenching his fists. "So you *are* the Kingpin."

Kingsley scoffed. “I should be so lucky. No, Kingpin is a business associate of mine. I’m sure the similar names threw you for a loop.”

“Uh, no! That- That would be stupid.”

“Well, imagine my surprise when I heard the spectacular Spider-Man was careening about town, asking any thug he could get his webs on for the whereabouts of a telepathic old lady.” Kingsley shook his head. “I can only think of one way you could’ve found out.” He scowled at Madame Web. “It seems that machine isn’t as telepathy-proof as Trask had promised. I’ll have to leave a one-star review.”

“So this is how you’ve been making all those Hobgoblins?” said Spider-Man. “You’ve been forcing Madame Web here to brainwash people for you?”

“Ooh, you’re an observant one.” Kingsley chuckled to himself. “That’s right, Spider-Man. Cassandra may not be able to see or hear, but she’s quite good at mind-control. She can do it to anybody – rivals like Donald Menken, thugs like Lefty Donovan, and even nosy reporters like Ned Lee. Cassandra’s no Charles Xavier, but she gets the job done.”

“And I guess you ripped off Green Goblin’s gimmick because you’re just that lazy?”

“One of my thugs found a hidden stash of his while fleeing from you, actually.” Kingsley flashed a smile. “Just think, if you’d taken the time to catch the thug back then, all this could’ve been avoided.”

That made Peter wince.

“But it wasn’t just goblin equipment in that stash – There were journals, too. See, I know all about Norman Osborn’s secret hobby… and I know all about his plans to groom his son into the next Green Goblin.”

“Plans?” Spider-Man tensed. Had Harry’s descent into goblinhood somehow been Norman’s doing?

“And I couldn’t have a rival goblin trying to cash in on my new image, now could I? Problem was, every time I tried to kill him, I was thwarted by a little pest.” Kingsley’s eyes narrowed. “And so I thought it worth my time to go out of my way to kill you. After all, you’d caused so much trouble for the other aspiring Big Men. Unfortunately, the Sinister Six didn’t fare as well as I’d hoped.”

“So now you’re gonna kill me yourself?” offered Spider-Man. “Prove you’re the one true Hobgoblin?”

“Myself?” But Kingsley did something unexpected – He burst out laughing. “Why on earth would I kill you myself? As if I’d be caught dead in that dreadful costume. No, Spider-Man, that’s something Norman never understood. Why get your hands dirty...”

Suddenly, a set of circles opened up on the warehouse floor, like some kinda secret hatches. Six of them, to be exact.

“...when you can have your brainwashed underlings do it for you?”

And from each of these holes ascended an identical, cackling Hobgoblin, each with their own glider.

"What do you think?" asked Kingsley, hands in his pockets. "Not quite as aesthetically interesting as the traditional Sinister Six. It was originally supposed to be an army of Rhinos, but *c'est la vie*."

Spider-Man took a step back. "I'd rate them four *hummina hummina humminas* out of five."

"Glad you like them. And they're not even the best part." Kingsley nodded to something Spidey hadn't noticed before – a seventh hole, and rising from this one wasn't a Hobgoblin… It was a costume. A Spider-Man costume to be exact, presumably on a mannequin.

Run, Spider-Man! cried out Madame Web's telepathic voice again. *Escape while you still can!*

But the moment Spidey leaped for a window, blast doors slammed down over the entire structure, blocking every last pore of the warehouse. Those things had to be at least a foot thick, and Spidey wasn't sure he had the time to punch through one.

"What do you think of the new suit?" asked Kingsley. "I designed it myself."

With nothing else to do, Spidey spared a glance at the aforementioned costume. The eyes were narrower, the spider was bigger, and all the blue parts had been colored black. In fact, almost the whole thing had been colored black, save for a V-shaped patch of red around the head.

"Quite superior to that rag you're wearing now, in my humble opinion. I mean, red, white, black, *and* blue?" Kingsley made a face. "Never wear more than three colors, sweetie."

"I'll stick to the classic, thanks," said Spider-Man. "Last time I switched costumes, it didn't go so well for me."

"Oh, I'm afraid you don't have a choice." At Kingsley's words, the Hobgoblins took off and surrounded Spidey, holding their pumpkin bombs at the ready. They were like the Oompa Loompas to a really screwed up Willy Wonka. "Cassandra?"

The voice in Spider-Man's head said, *I'm sorry, Peter. I… can't… resist… the machine.*

Look, Madame Web, I like Pink Floyd tribute bands as much as the next guy, but- Spider-Man didn't have time to finish thinking his lame joke before his head exploded with pain.

Chapter End Notes

> I have no idea what kind of accent Blackie Gaxton was supposed to have in Spectacular Spider-Man, so if anybody could help me out with that, it'd be greatly appreciated.

Psychoanalysis

"Ooh, look at him squirm!" said a Hobgoblin.

"I'll admit," said another, "even when he joins our side, I'll still be tempted to try and squash him."

"As will we all, brother!"

Spider-Man's ears were filled with the goblins' gleeful gobbles, which, admittedly, wasn't half as bad as his brain, which was filled with searing hot agony.

A scream escaped Spidey's mouth as he fell to his knees. He- He hadn't ordered his legs to do that! And now Spidey's fingers were wiggling of their own accord. It was like when a doctor hits your knee with the rubber mallet, only applied to the entirety of his body.

I'm sorry, Spider-Man! And all the while, the voice of his favorite old hag bounced around in his skull. *I can't control my powers!*

No, no, this wasn't Madame Web's fault. If anything, she was the victim here.

But it IS my fault, Spider-Man. If I had kept my powers a secret from Kingsley-

OKAY, responding to Spidey's thoughts like that REALLY wasn't helping his concentration!

Apologies.

Spider-Man ordered his legs to stand, but they remained obstinate. Even if he could stand up, what good would it do? There were half a dozen Hobgoblins circling him on their gliders, Kingsley and Madame Web were surrounded by twin plasma shields that made Peter's spider-sense tingle when he so much as thought of touching them, and best of all, the whole warehouse was walled off by blast doors. It was hopeless. He may as well… give up.

Just think. A sudden voice resonated in his head, and for once it wasn't Madame Web's. *If you'd taken the time to catch the thug back then, all of this could've been avoided.*

Peter clenched his fists. What was he doing? He couldn't allow so much as one more person to get hurt thanks to his mistakes. Peter… had to… keep… fighting. His legs began to wobble. He'd taken on the Juggernaut and lived, hadn't he? This was- This was nothing.

"Finished struggling, are we?" A content smile crossed Kingsley's face as he watched Spider-Man pull himself to his feet. "Now be a good slave and change into your new costume."

Spider-Man looked at said costume, still on its mannequin. With those narrow eyes, he'd swear it was staring him down.

"No thanks," he said. "It clashes with my skin tone."

Before Kingsley could open his mouth, Spidey tumbled under the ring of gliders and sprinted for the far end of the warehouse.

"Worthless machine!" Kingsley spun towards it, bellowing a voice command: "Set the brainwashing to full capacity!"

Then he turned to his loyal goblins. “And you, go wear down our guest’s willpower.”

They hadn’t needed to be told – The Hobgoblins were already pursuing their prey.

The brainwashing had indeed been set to full capacity, a process that evidently involved tripling the amount of pain in Spider-Man’s skull. But it didn’t stop him. He kept running… until he hit a dead end, of course.

“Poor little spider.” A Hobgoblin held high his pumpkin bomb.

Of course, fighting six Hobgoblins would’ve been a struggle for Spidey on a good day, but with him having to fight to move his muscles, you can bet that bomb hit him point-blank. A mere mortal would’ve been blown to smithereens, but Spidey was made of sturdier stuff. He was merely sent flying and given some boo-boos. Nothing a full-body cast and a couple major surgeries couldn’t fix.

“Is that all… you got?” Spider-Man tried to pull himself to his feet again, but this attempt was met with pumpkin-themed throwing blades from four out of six goblins. “*Agh!*” There went the ligaments in his shoulders. *Phht*, who needed ’em?

“I’m almost starting to pity this guy,” said a Hobgoblin. “Almost.”

It couldn’t end this way! With a sudden second wind, Spider-Man sprang into the air, managing to punch one of the goblins off his glider.

“Careful, now!” called out Kingsley. “I think that one’s the pregnant homeless lady.” From her spot on the ground, the Hobgoblin removed her mask to confirm the claim.

“What the-?” Spidey spun towards Kingsley. “Why would you brainwash a pregnant homeless lady?”

Kingsley shrugged. “I just thought it would make you feel bad.”

He was right, it did. Hard as it was when his brain was on fire, Spider-Man had to remember that these Hobgoblins were probably all brainwashed innocents – just like Spidey himself would be in a second. So now not only did Spider-Man have to fight off six Hobgoblins while resisting mind-control, he had to do it without hurting anyone.

“Careful, Spider-Man!” Another goblin lobbed another bomb. “I’m a veteran with PTSD!”

“I’m a kindergarten teacher!” And another goblin lobbed another.

“I run an animal shelter!” And another.

“Aww, shucks.” That last blast had been seconds away from searing Spidey’s face off. “You guys are warming my heart.”

At least none of the Hobgoblins had taken Globulin Green, judging by the strength of their throws. Yeah, big consolation. A kitten could beat Spider-Man in an arm-wrestle right now.

You can’t keep up this fight, Spider-Man! came the sudden voice of Madame Web. *Your only hope is to escape. By having me control so many people at once, Kingsley has stretched my powers thin. My range can no longer extend past this warehouse.*

That was good to know, but how the heck was the Web-Head supposed to get out of here? It wasn’t like there were any doors, and the torrent of pumpkin bombs wasn’t making things any

easier- *Wait.* But maybe it *could...*

Spider-Man perched himself on the patch of wall where, if he was remembering right – please God please – the window he'd entered from was hidden behind a blast door. "Hey! How many Hobgoblins does it take to screw in a light bulb?"

The remark prompted all six goblins to lob their pumpkins at him. Spidey was forced to hop out of harm's way, which was great because the combined strength of the bombs caused the blast door to crack. And also because Spider-Man hadn't planned a punchline.

Now all that was left was for Spidey to jump onto a glider- "*I'm sorry, I'm sure you're a nice person!*" -and punch its owner off of it. The Hobgoblin went tumbling onto the ground, leaving Spidey as the glider's sole rider. Only problem was, he had no idea how to pilot this thing.

"*Please work please work please work!*" So instead, he opted to fire both web-shooters at the cracked wall and give a nice, strong tug. The glider snapped towards it like a rubber band.

Crash. The blast door gave way and Spider-Man found himself sailing beneath the beautiful Manhattan streetlights. Kool-Aid Man, eat your heart out. Of course, the glider promptly crashed and burned, but at least it'd happened on an *empty* patch of cold, hard pavement.

"*I did it. Yaaaaaay...*" Even Spider-Man himself didn't know how he managed to crawl free of the wreckage. The instant the cool night air had hit his head, it was as if it'd washed away all the telepathic pain in there, leaving him with just the regular, good old-fashioned kind. Spidey looked up to see the mob of goblins (or "Mobgoblins," ha ha ha everything hurt). They'd hesitated inside the freshly-created exit hole. Looks like Madame Web had been right – They couldn't leave her range.

But Spider-Man wasn't taking any chances. Though his arms threatened to fall off, he web-swung out of there as fast as they could carry him. In the distance, he heard Kingsley call out, "Nice visiting with you, Spider-Man! Come again sometime!"

Even when the warehouse was safely behind him, Spidey kept swinging. He didn't stop until he was finally forced to collapse on a random rooftop, plopping over in a huddled, panting mess. He wasn't sure if the roof had already been damp or if that was his insides trickling out.

With trembling fingers, Spider-Man clawed his phone out his utility belt, fumbled through the lock screen, and hit the button for his emergency contact. "*Baxter Building… I need… a band-aid.*"

When the world returned to focus, Peter was met with a pair of glowing yellow eyes.

"*AAGH!*" He nearly did a pratfall off the rooftop.

"*There is no need to fear, Spider-Man. It is I, H.E.R.B.I.E., the Baxter Building's lovable emergency first aid administrator!*" Oh, phew, the eyes were attached to H.E.R.B.I.E.'s adorable face. It'd gotten dark out – or, err, as dark as thing could get in Manhattan – so it'd been hard to tell at first.

The little white robot floated closer to Spidey. "*You have been rescued from-*" A prerecorded female voice said, "*BLEEDING TO DEATH*."

"Thanks, little guy. You're a lifesaver." Peter brought a hand to his own shoulder, which was covered in bandages. He shivered – H.E.R.B.I.E. had, evidently, taken the liberty of removing Peter's Spider-Man shirt, though he'd been generous enough to keep on the mask and pants.

"*It is nice to be of service for a change*," said H.E.R.B.I.E. "*The Fantastic Four have been trapped in the Negative Zone for seven months now. Were I programmed to experience the full emotional spectrum, I would be feeling-*" The prerecorded voice said, "*CRIPPLING DEPRESSION*."

"Sorry, Herb, but I've got my own problems to deal with." As he spoke, Peter unrolled his costume back over himself.

God, Peter was ready to sleep for a month. He wanted nothing more than to head home, plop into bed, and… attend the school band recital. *No*. Peter scrambled for his phone, which had been left beside him on the roof. *It's okay, it's okay. The band isn't finished until eleven, and it's only…* Peter checked the screen ...*two in the morning.*

"Ugh..." He flopped down on the cement. Those front row tickets had cost a- No, screw that, the recital had meant the world to Gwen, and Peter had promised to be there. He couldn't imagine how she was feeling.

Actually, he *could* –She'd left him a text. Peter took a deep breath, then mustered the courage to hold the phone to his eyes.

"Peter," the message read, "you missed my band recital. You probably know that already. Sorry. Don't worry about me, i'll be fine. It didnt go well :'(But I'm sure whatever you're doing is way more important." Then three seconds later, she'd sent another text saying, "I didnt mean that in a salty way. Love you. Good night."

Peter's heart hadn't been terribly high in his chest to begin with, but now it was somewhere around the Earth's mantle. He wished she'd at least gotten mad. He deserved it.

Peter punched the roof beneath him. It left a crater. And that was before he caught sight of all the missed calls and angry texts from Aunt May. "Someone kill me."

"*As you wish*." About ten billion blades erupted from H.E.R.B.I.E.'s body.

"*That was sarcasm! SARCASM!*"

Peter didn't even wanna know what time it was. Even after leaving H.E.R.B.I.E. behind, Peter had had to hunt down the web-sack where he'd left his civilian clothes. If you think forgetting where you parked is the worst, then you haven't spent an hour of your life searching every alleyway in Manhattan for the one with, like, the blue trash bin and, um, the graffiti. Or was it a green trash bin?

By the time Peter was ready to web-swing home, he was seeing twice as many skyscrapers as usual. He'd had his fill of near-death experiences for one night, so Peter played it safe and rode the twenty-four hour subway (He'd considered a taxi, but hailing a cab at this hour made his spider-sense tingle).

By the time his feet touched the Queens pavement, the sun was rising. Better yet, Peter could see from the front windows that the lights were on in the Parker household living room. There'd be no sneaking into his bedroom this time.

Like a criminal to the gallows, Peter stepped onto the welcome mat. He swallowed, then opened the door, fully expecting to see a seething Aunt May.

What he wasn't expecting was a seething Doc Ock. "Young man, you have some explaining to do to your aunt."

“Oh, just what I needed.” The words formed all on their own. “A lecture on responsibility from Doctor Octopus.”

At the rate Otto’s face was quivering, it threatened to shake off his glasses. “I will not be degraded by *that name*-”

“Otto, Otto, I can handle this-” May inserted herself between the two, ushering Ock backwards. The both of them were in their night clothes. Now they were having slumber parties together? Gag.

Now that he had room, Peter shut the front door behind him. It took a concentrated effort not to slam it. “Look, I’ve had a *really* bad day. Can we please do this in the morning? I’m about to pass out here.”

“What on earth happened, Peter?” Aunt May had this way of looking like she wanted to hug him and smack him all at once. “You’d been so good about curfew! Are you hurt?”

Peter drew back, praying May didn’t notice the telltale puffiness of the bandages beneath his sleeves. “I, uh, well, the thing is-”

“Why didn’t you answer your phone?”

“Because- I mean, I-” The words caught in his throat. Peter had spent the entire trip home cooking up some lie to acquit himself, but it’d been hard to form a coherent thought, let alone a plausible excuse. “The truth is...” The truth. It’d be a heck of a lot easier if he just blurted it out.

Except that Otto was giving him a familiar stare from behind May’s back.

“I...” Peter hung his head. “I really need to get to bed.”

May gawked at him. “That’s it? You’re not going to tell me?” She waited for a reply but received none. “Fine, then. You’re grounded. No, you’re *mega* grounded. From now on, you’re coming straight home after work, and I’ll have Miss Brant inform me if you leave early. And when you’re home, no TV, no internet, no books, no- no *anything*. And don’t even think about sneaking a turn on Gwen’s laptop. In fact, you’re not allowed near Gwen.”

Peter had been making for the staircase, but he spun back around. “What? We live in the same house now-”

“*You’re not allowed near her*,” May repeated through gritted teeth. “Do you have any idea how upset you made her?”

“Gosh, no, of course I don’t!” Peter flung his hands in the air. “Why, is she upset? *That hadn’t even crossed my mind.*” The words echoed over the stairway. Peter’s eyes had gone wide with horror. There was no limit to his ability to screw himself over, was there?

“*Peter Benjamin Parker*.” Oh dear lord, she’s used the middle name. *Revelations* listed that as one of the signs of the apocalypse. “Upstairs. *Now*. If I hear one more word from you tonight, I-” May faltered. “I don’t know what I’ll do. Just go.”

Jesus, Aunt May was scarier than the six Hobgoblins combined. Peter nodded, then slinked upstairs – but not before taking the time to give Doc Ock the stink eye. The Parker luck had truly topped itself this time. Now Aunt May thought Peter was the biggest jerk on the planet. How dare he try to rescue a kidnapped old lady? He ought to learn some manners from Saint Octavius!

And the sad thing was, there was a not insubstantial part of Peter that didn't care about what'd just transpired. All it wanted was for Peter to plop himself onto his bedroom mattress and pass into sweet oblivion. That part might have won out, too… if Peter hadn't heard the sudden cries from Gwen's room.

"*Gwen!*" He appeared at her beside fast enough to make Quicksilver blush.

She was flailing and struggling against her covers, which were wrapped as tight as cords around her body. Peter had to shake her for a terrifying few seconds before her eyes would open. And the moment they did, she screamed.

"*Gwen, it's me-!*"

"I- Oh my god..." She collapsed into his arms. "I thought- I- I closed my eyes, and I was back inside the cage." He could feel her heart against his chest. It was on the verge of exploding.

"Focus on breathing, Gwen. Shh… It's okay…"

"I can't- I can't do this. The man who kidnapped me is *in my house*." Her face was buried right into the part of Peter's shoulder ligament that caused the most pain, yet the thought of complaining never crossed his mind.

"I've got you, Gwen. I've got you." The only thing in the whole universe Peter wanted now was to fall asleep with Gwen in his arms… but if Aunt May was to discover them in the morning, she'd go nuclear.

"Thank god you're here… If you weren't, I don't know what I'd-"

"Hey, hey, don't sell yourself short," Peter said softly. "Who was it again who piloted the escape pod out the Master Planner's exploding lair?"

Gwen managed a laugh. "It helped that all the buttons were labeled with big, red letters."

"Still, if it wasn't for you, I'd be at the bottom of the ocean right now." As Gwen's breathing returned to normal, she and Peter shared a kiss. "Gwen..." Her breath was hot on his face. "I wish I could've been here sooner tonight. I'm sorry – I swear I mean that. I'm sorry-"

"It's okay, Peter." Gwen sounded calm, but she was hugging him with all her might. "It was just a dumb recital. I mean, I completely screwed up my part and everyone else in the band is mad at me, but whatever, right-?"

"No, *not* whatever." Peter hugged her back. "Just because you're not a superhero doesn't mean your life's not important." The hug weakened. "It's- It's important to me, at least. The most important thing in the world."

"Peter…" Gwen smiled. Wiped her eyes. "I love you. I know you're trying to be sweet. You're the most important thing in the world to me, but..." The smile faded. "I'm not the most important thing to you."

"What?" Peter's brow wrinkled. "Don't talk like that-"

"But it's true! It's *demonstrably* true." Gwen shook her head. "Loving me is a part of who you are, but there's another part, a bigger part… and that should always take priority. Just like how things were with my dad." She leaned in close again. "You were trying to save someone tonight, weren't you? That mutant telepath?"

Reluctantly, Peter said, “Yeah.”

“Then you did the right thing.” The smile teased at a return. “If you could’ve saved this person, and you went to my stupid recital instead… Well, I wouldn’t have wanted that.”

“Maybe ‘important’ is the wrong word.” It was a struggle for Peter to remove himself from Gwen’s bedside. “More like ‘best.’ You’re the best part of my life.” He turned back to give her one last smile before heading for the door. “Goodnight, Gwen. If you have another nightmare, I’ll come chase it off again.”

Gwen laughed. “I unironically love you.”

“You too.”

By the time Peter shut her door behind him, he was actually starting to feel something inside besides cold and dead.

“You continue to surprise me, Mr. Parker.” But Ock put a quick stop to that. “I hadn’t expected you to defy your aunt’s terms within *minutes* of their delivery.” He was leaned against a wall in the hallway, arms crossed, directly beneath an old photo of Peter, Ben, and May at Disney World.

“Go to hell,” said Peter.

“Now, Mr. Parker, is that any way to speak to your aunt’s fiancé?”

Peter was taken aback. He honestly hadn’t thought he could get more disgusted. “Fiancé?”

Ock held up a ring box from his pocket. “Already, the wedding is in its planning stages. We’ll be seeing considerably more of each other in the future, Mr. Parker, so I would suggest that you learn to speak to me with resp-”

Crack. Ock’s fat ass was on the floor, and Peter’s first was in the air.

“*Get away from my family.* My girlfriend is having *night terrors* because you kidnapped her as part of some insane scheme to rule the world, you’ve tried to kill me and my friends more times than I can even remember, your Sinister Six attacked a *hospital*, you- you gave my aunt a *heart attack*, and now you have the *nerve* to pretend you’re *sorry?* To pretend you *care* about May? If you really cared, you’d stay far away from her, you *evil, murdering psychopath.*” Peter had to stop to pant.

“*Otto!*” He, err, might have caused a commotion. Gwen, for her part, had stayed in her room, but not Aunt May. There she was, smack in the middle of the hallway, running towards the fallen Doc Ock.

“I’m quite alright, my dear,” Ock said as she helped him to his feet. He held out his glasses, which had been snapped cleanly in half. “I’m sure your nephew can reimburse me for the eyewear.”

Ock ought to have counted himself lucky his glasses were *all* that’d broken. If Peter hadn’t been so used to pulling his punches, then Ock might not have *been* so lucky.

May’s eyes fell on Peter, and buddy, if you thought they’d been poisonous before… “Peter? First thing in the morning, you’re calling one of your friends, you’re packing your things, and you’re staying with them until you learn to behave around Otto.”

“*What* friends?” snapped Peter.

“Peter, you *punched* the man I love!” May’s voice was shaking. “You’ve always been such a gentle boy. You’re acting more horrible than you did right before we lost Ben!”

However hard Peter had hit Ock, Aunt May hit Peter harder. “M-May-”

“*I can’t stand another second of this.*” She turned tail and ran without another word.

Peter started after her, but his path was blocked by Ock. “I imagine she’d prefer my company at the present.”

Peter couldn’t argue with that, as much as he wanted to. He backed off, fighting to not visibly tremble.

Ock stared at him. Come to think of it, Peter had never seen Doc Ock’s unobstructed eyes before. They were dark brown and hidden in the shadows of a strong brow. They made him seem awfully… domestic, which was probably why he wore those dumb goggles on his costume. Nonetheless, Ock managed a threatening glare without them.

“You are walking a line far thinner than your usual webs, *arachnid*.”

And with that, Peter was alone in the hallway. He made a point not to slam his bedroom door as he shut it behind him. Despite his best efforts, the frame cracked.

Every muscle in Peter’s body ached. He was sweaty and exhausted and for the life of him, he *could not fall asleep.* Peter rolled over above the covers, fiddling with his pillow. No matter what shape he made it, it still hurt the crook of his neck. Stupid piece of…

Who was Peter supposed to stay with? The X-Men? May would freak out thinking he was a mutant. The Robertsons? Peter barely knew them. Maybe Peter could stay at the Thompson household and get complimentary free, unlimited wedgies? Better yet, maybe Jameson would let Peter bring a pillow to work and sleep under his desk? Or maybe Peter could operate as Spider-Man twenty-four seven, sleep on random rooftops like some kinda building-hopping hobo?

Whatever. It was all pointless. Gwen was right, Peter had a more important part of his life to focus on. That poor old lady was strapped up to some weird machine, having her powers drained and used against other innocents… and Spider-Man had failed her. But maybe… Kingsley wouldn’t be expecting Spider-Man back so soon. Peter was feeling another second wind- or err, third wind, coming on. Maybe if he swooped in there and caught Kingsley with his pants down…?

It was decided. Peter scooped up his tattered costume from off the rug – though it took a few tries since he was seeing three or four of it. Once suited up, Spider-Man opened the bedroom window and hopped out. He could climb down that old familiar tree in the backyard and slip out without anyone even noticing he was gone.

Except that the tree wasn’t there. And neither was the backyard. “Hey! What-?” Instead, Spider-Man landed plop into an infinitely sprawling spider-web above a black void. “Not again!”

“I cannot allow you to do this, my boy.” There was Madame Web, caught in the web’s center as usual. “In your current state, you’ve become a danger to yourself.”

“*Will you leave me alone?*” Peter found himself swinging a fist again. “*Is today ‘Lecture Peter Day’ and nobody told me?*” The fist collided with its target, but Madame Web merely exploded into mist and re-formed elsewhere.

“You can punch me all you like, young man. I’m only a figment of your mind, after all.” Ugh,

Peter hated that stupid blindfold on her eyes. It was so hard to get a read of her. “But will that really make things any better for you?”

“What do you care?” spat Peter.

Madame Web shrugged. “Well, it would be rather unfortunate if my only hope of being rescued was to get himself killed due to his own stupidity.”

Peter looked behind him, but the window he’d climbed through was nowhere in sight. “So I’m stuck here listening to you ramble now?”

“Rambling? Me? Not for long, I’m not,” Web said sharply. “I was exhausted enough having to resist that machine – which had I not done, would have left you as Kingsley’s mindless servant, might I add. And now, on top of all that, I have to muster up the strength to babysit you?” She scoffed. “For someone doing such a pitiful job of saving me, you certainly love using your little rescue mission as a source of self-righteousness.”

“I-” Peter tried to fire back with a quip, but none came to mind.

“So let me cut to the point, young man. The more you butt heads with this Otto Octavius fellow, the worse you make things for the *both* of us.”

“How am I *not* supposed to butt heads?” Peter snapped. “Do you know anything about that guy? He’s a creep of the highest caliber!”

“I know everything about him that you do.” Web tapped her temple. “And yet, I’ve come to a rather different conclusion about his character. Perhaps it’s because I’m not blinded by rage at the thought of replacement father figures?”

“What did you just-? Father figure? *Him?*” Even in a dream, Peter’s throat still ached from screaming. “How dare you? Doc Ock isn’t a tenth the man Ben Parker was!”

“Hmm, yes. ‘Uncle Ben.’” A smirk crossed Web’s face. “It’s funny. After skimming your memories as far back as they go, I don’t believe you thought quite as highly of Ben as you think you did.”

Peter froze. “What are you talking about? Do- Do you even know *anything* about me? Everything I’ve done, all the people I’ve worked to save, including *you*, is all because of what he told me.”

“I assume you’re referring to *this?*” Madame Web snapped her fingers, and suddenly the whole world was spinning.

When it came back into focus, Peter was out of costume. He felt great. Gone were all the sweat, blood, and bandages. Peter felt younger. Healthier. He hadn’t even realized how bad his bones usually creaked until he felt them *not* creaking.

Peter was at the top of the Parker household staircase again, only now daylight was streaming through the windows, and that couple photo Peter and Gwen had taken was absent from the wall.

This was… the way things had been. It… It felt like an eternity ago. With an energy he hadn’t had a second prior, Peter bounded down the stairs. On his way to the door, he passed a pair of people seated in the living room chairs. One was Aunt May, knitting something.

And the other was a man. A man who, even in Peter’s younger, healthier body, made his heart scream in agony.

“Hey. Going to the library across from the venue to study. I’ll see you later.” Peter knew this was another of Madame Web’s illusions, knew she was forcing the words out his mouth, but he’d swear he’d chosen to say them on his own. Guess this wasn’t like the symbiote’s flashback – Peter had to stick to what’d actually happened.

“Oh, yeah, wait, Pete.” Ben struggled out of his armchair. “I’ll drive you there, buddy.”

May frowned. “Are you sure, Ben? I hate the thought of you driving back alone to pick him up-”

“Yeah, it’s alright, Uncle Ben,” said Peter. “I’ll take the subway.”

“No, no, no, I need the exercise.” Ben was already putting on his coat. He ushered Peter into his car without further debate.

After that, the dream world changed again, and now Peter was in the familiar backseat of the beat-up Oldsmobile. He’d barely ridden in here at all since he built his web-shooters.

“Well, kiddo, we’re here.”

Peter spotted the library out the window. “Thanks for the ride, Uncle Ben-” He started to rise from his seat.

“No, wait a minute, Peter, we, uh...” Ben’s wizened face grew stern. “We need to talk.”

Peter swallowed. “Oh, we can talk later.”

“Or we can talk *now*-” Ben reached to turn the radio off. “-if you let me.”

Peter found himself rolling his eyes. “What do we have to talk about? Why now?”

“Because we haven’t talked at all for so long, your Aunt May and I don’t even know who you are anymore.” Ben’s face shifted from stern to worried. “You shirk your chores, you- you have all those weird experiments in your room, you start fights at school-”

“I told you, I didn’t start that fight!”

Ben huffed. “Yeah, well, you sure as hell *finished* it.”

“What was I supposed to do, run away?”

Ben shook his head. “No, no, you’re not supposed to run away…” Then he bowed it, admitting, “This guy, Flash Thompson – He probably deserved it. But Peter, these are the years when you change into the man you’re going to be for the rest of your life. Just be careful who you change into.”

“Yeah,” Peter said flatly. “I’ll keep that in mind, thanks. Now I’ve gotta get going-”

“*Peter*.” Ben’s voice had grown strained. “Look, your aunt and I are worried. Something’s bothering you, kiddo, and I want to know what it is.”

“What it is?” Peter inhaled. Hoo boy, was that a long story. “I guess I’ve been… I don’t know, wondering about something.”

Ben raised a white eyebrow. “Wondering about something?”

“Yeah, um...” Peter exhaled. He could feel the wrestling flier crinkling in his pocket. “Uncle Ben, i-if you could do something, and do it better than anyone else, then it wouldn’t be wrong to,

y'know, cash in on your talents, right?"

This failed to remove the concern from Ben's face. "Well, son, that would depend on what talents we're talkin' about." There, question answered. Peter made for the door, but suddenly Ben grabbed his arm. "Listen, kiddo, I went through exactly the same thing at your age."

Peter fought down the laughter. "No, not *exactly*."

"Point is, you're changing…" A smile crossed Ben's lips. "...into the man you're going to be. And just because you *can* do something doesn't mean you *should*." And then, as if in response to the gravity of his own words, his face grew harder. "With great power, there must also come great responsibility."

"Okay, pause! Hold it!" Finally, Peter managed to go off-script. On command, the world around him did indeed freeze in place. Not only Uncle Ben himself, but the cars on the street, a pigeon halfway through takeoff… "Do you really think I need to see this again, Web? You think I haven't played this scene over and over in my head every day of my life? Heck, the symbiote already did this number with me! I could quote that 'great responsibility' speech by heart."

"Perhaps you could." The rear view mirror showed Madame Web in the backseat, but when Peter turned his head, the seat was empty. "But how easily the mind plays tricks on us. Tell me, can you quote the part that comes *after* the speech?"

The world unfroze.

"With great power," Ben was saying. Looks like Madame Web had rewound a couple seconds. "...there must also come great responsibility."

Peter wanted to thank Uncle Ben. Wanted to tell him how much Peter loved him, how much he meant to Peter… but those weren't the words he'd really said to Ben that day.

No. Suddenly, Peter was suffocating. *Madame Web, listen, I know you can hear my thoughts!*

"You're making it sound like I'm turning into a criminal! I'm just trying to earn some money. I wasn't asking for a lecture."

Please, I don't want to see this! I can't-

"I don't mean to lecture, and I don't mean to preach." Ben sighed. "And I know I'm not your father-"

"Then stop pretending to be!"

Ben's face... Peter tried to look away, but Web's power held his neck rigid. "Right. I'll pick you up here at ten."

Peter stormed out the car. He never saw Ben again, except in the casket.

Peter's face was wet. As he neared the library, he found himself regaining control of his body.

"You locked this memory away deep inside yourself," said a voice from his foot. Peter sprang back, looking down to discover that his shadow was shaped like Madame Web's. "It's something people do to ease their grief."

"Why-" He wiped his eyes. "Why did you have to show me that?" He felt like a little kid. In fact, he *was* a little kid, seated next to a young Eddie. They trembled together as they watched the news

footage of a plane hitting the ocean.

“Because you needed to see it,” said the reporter onscreen, who looked suspiciously like Madame Web.

The TV displayed a caption reading, “BREAKING NEWS! REPLACEMENTS FOUND FOR RICHARD PARKER,” accompanied by images of Uncle Ben, Dr. Connors, Mr. Robertson, Professor X, Captain Stacy, and even Norman Osborn. It was enough to dry Peter’s tears, leaving behind something that burned inside of him.

“You hated your aunt’s boyfriend before you even knew who he was.” Finally, an image appeared of Doctor Octopus. “You allowed prejudice into your heart.”

“But- But Ock is a supervillain!” Peter shocked himself with how much higher his voice sounded in this form. “And- And I- I don’t hate Uncle Ben. I know I was horrible to him, but-” His eyes were watering again. “But I *changed.*”

“Yes,” said Madame Web. “People do change. Perhaps that’s something to keep in mind the next time you see Otto?”

Peter tried to reply, but the TV was gone, and the dream was twisting and morphing around him… growing brighter…

And then he was awake. And all the pain flooded back at once. Peter cried out… only to be met with a pair of hands stroking his back. “Whuh-?”

Gwen’s face loomed over him. “Shh, shh… It was only a nightmare, Peter.” She held him tight. “I’m here. I’ve got you.”

“Thanks, Gwen.” Peter pulled himself upright. “But it wasn’t a nightmare, actually.” He smiled, but it didn’t quite reach his eyes. “Just some tough love.”

Projection

“Peter…. Peter…”

For the second time that morning, Peter was shaken awake. He’d been holding out hope he’d see Gwen once more, but instead he opened his eyes to see a white-haired woman frowning at him.

“You need to get up, Peter,” said May, standing from the bedside. “You’ll be late to school.”

Oh yeah. It was Monday. Peter glanced at the digital clock on his bedstand: Seven fifteen. He’d gotten maybe two and a half hours of sleep. *Ugh*. He should’ve taken H.E.R.B.I.E. up on that offer.

“May, about last night-”

“Not now, Peter.” May put her back to him. “Just… go to school. Forget it ever happened.” Peter wanted to ask if he still had a stay at a friend’s house, but May had already darted out the door.

Peter stared out the bedroom window, just to make sure the tree and backyard were still there. For a moment, he wondered if his talk with Madame Web last night had been a regular old dream… except he didn’t think he could’ve come to the revelation on his own.

Outside the band room, Gwen pleaded to Peter with her eyes. “Do you think they’ll hate me *more* if I skip practice today?”

Peter sighed, leaning against a locker. “I think you’re gonna have to *face the music*.”

Gwen smacked him with her book bag.

“Sorry, sorry-!” They shared a much-needed laugh. “Seriously, though, go to practice, Gwen. Trust me...” Peter glanced away. “It’s better to patch things up quick.”

Peter would’ve loved to provide moral support for his girl, but instead he found himself dragging his feet out the school. He wasn’t sure if May was relenting on the mega grounding, but he wasn’t taking any chances.

Peter hung his head as he traversed the Midtown sidewalk, which was why it took him a second to spot the chubby figure waiting for him.

“Oh!” Peter nearly ran smack into him. Standing directly in his path was one Doctor Octopus, though Peter almost didn’t recognize him without his glasses. Ock wasn’t in a suit this time, but apparently a dress shirt was still the most casual he was willing to go.

“Mr. Parker.” Ock nodded to him. “A word, if you will.”

Tempting as it was to flee, Peter knew he’d have to take his own advice. Face the music. “Listen, Ock- *Otto*. I’m…” The word clawed at his throat, but he managed to wrangle it out: “...*sorry*. I shouldn’t have hit you. That was way out of line.”

“No harm done.” Ock gestured to his eyes. “Contact lenses.”

“You’ve done some horrible things in the past, but ever since Ravencroft let you out, you’ve

abided by the law – as far as I know." Peter took a breath. "If you were going to kill me or hurt my family for revenge or something, I think you'd have done it by now." He glanced up. Ock was giving him that stare again. "I'm willing to believe maybe – *maybe* – you really do care about my aunt."

Peter waited for a response, heart racing. Finally, he got one – Ock smiled. It didn't make Peter's heart race any slower, but Ock smiled.

"Well said. And I am willing to admit..." Ock took a breath of his own. "I have been needlessly antagonistic as well. I hadn't realized Miss Stacy was in the throws of an anxiety attack last night. And I..." His eyes failed to meet Peter's. "...shouldn't have threatened you in the restaurant. I was only concerned that, in your shock, you would tell May you were Spider-Man, and I feared the strain on her heart would be too great. I… I didn't know how else to deter you."

"Okay." Peter took a second to process this. "I'll buy that. I've been worried about her heart, too, to be honest. That's part of why I hadn't told her even before you two started dating."

To be honest, hearing Doc Ock voice aloud that Peter was Spider-Man gave him the heebie-jeebies. He doubted any passerby would bother eavesdropping, but still. Xavier and Jean would be returning home this evening, meaning they *could* erase Peter's secret from Ock's mind… except, if Ock was being sincere right now, then he didn't deserve that.

"And," Peter continued, "no matter how I feel about it, I know May really loves you." He allowed himself at least one death glare. "I hope you appreciate that. If you want to make things square between us, you've got to *swear* to be good to her."

Ock chuckled. "I already have."

"And as for Gwen, well, I guess you did apologize to her. I don't know what else you can do."

"The most I can give are my words and my actions. For as much as those words are worth to you, I *do* regret what I did under the 'Doctor Octopus' persona. My crimes are a pain that cannot fade. I realize that. A pain that I, through my arrogance, inflicted upon myself." Ock bowed his head, then recited: "Half the harm that is done in this world is due to people who want to feel superior. T. S. Eliot."

Peter couldn't help but smile. "It's 'to feel *important*,' actually."

"Ah." Ock's eyes had grown strangely distant. "My mistake."

"It's fine," said Peter. "We square?"

Ock nodded. "Square."

"Good, good. This is how we do things. We don't punch each other – We *talk*. Though in my defense, I was more than a little cranky last night." Peter winced at the memory. "I tried to save this kidnapped old lady, and I ended up getting my butt whooped by half a dozen Hobgoblins."

To Peter's surprise, familiarity crossed Ock's face. "Kingsley."

"Oh, right, one of his stooges was on your last Sinister Six lineup."

"Roderick Kingsley is the one who facilitated my final, boldest escape from Ravencroft." Ock scowled at his own words. "He encouraged my allies to risk everything for a prison break at the Vault. It's because of him that the Sinister Six drew the attention of the Avengers, not to mention S.H.I.E.L.D." He nodded to a back alley, which a man in black was poking his shades-wearing

face out of.

A thought struck Peter. “You, uh, don’t think S.H.I.E.L.D. is bugging this conversation, do you?”

“If they were to discover your true identity in that manner, it would be illegal for them to act on the information.”

“Oh. Okay, then.”

“The point is,” Ock continued, “Kingsley is no ally of mine. His incompetence put a permanent end to my aspirations for world domination.” In response to the look Peter gave him, he hurriedly added, “Which, of course, is a fortunate happenstance, as I have since learned the error of my ways. Still…” He scratched his chin, muttering, “Kingsley has had no such revelation. He is a dangerous criminal, and if I were to dethrone him, why, that would be a noble pursuit.”

“Well, yeah, I guess,” shrugged Peter, “Good luck, though. He’s got a forcefield and, like, this weird machine that-”

“-controls a mutant telepath whose power turns its victims into Kingsley’s pawns,” cut in Ock. “Kingsley brought the Sinister Six to his lair prior to our assault on the hospital. I’ve seen that machine with my own eyes. In fact, its inner working wouldn’t be difficult for someone of my intellect to reverse engineer.”

“Wait, what are you saying?” Peter didn’t want to believe things could work out this perfectly for once.

“Exactly what you suspect I am.” Ock flashed a smile. “I believe I may have a method of disabling the forcefields and shutting down that machine. Permanently.” He extended a hand. “What say you, arachnid? Shall we work together to end a threat greater than us both?”

It would’ve been a great time for a thunderclap.

“I can’t believe I’m saying this, but...” Maybe Peter was being too trusting. Maybe this was all some crazy trap, and Ock and Kingsley were still in cahoots. Except Peter’s spider-sense wasn’t going off.

For a moment, Peter shut his eyes. Before them flashed the image of Gwen, two Thanksgivings ago, running up the front steps to kiss him. And then an image of Spider-Man stepping aside as Walter Hardy dashed for the elevator. The way those images made Peter feel… Maybe Doc had images behind his own eyes that made him feel the same?

“...we *shall* work together.” The handshake was hard enough to set off Peter’s shoulder ligament. *Ow, ow, ow.*

The Parker household laundry room doubled as a basement workshop. It used to be Uncle Ben’s, but Peter had since inherited it. Luckily, May rarely went past the area with the washer and dryer, or else she might have stopped to wonder why there were always so many screws, machine parts, and empty chemical vials strewn about.

“So this is where the magic happens.” Peter had thought Ock would react with disdain, but he seemed quite tickled by the dinky little workshop. “I had a virtually identical one when I was your age.” Ock took an especially long time admiring some of the more expensive machine parts Peter had left lying out. “I’d always suspected your web-shooters were mechanical.”

“Wow, really?” Peter blinked. “That’s a first.”

Ock slammed a notebook on the table, then opened it to a page cram-packed from margin to margin with indecipherable chicken scratch. “The X-Gene’s telepathic commands are transferred along the same basic neurological principal as the chip that controlled my arms.” He tapped the back of his neck. “We simply need to construct a specialized device capable of projecting a frequency that will disrupt the signal the moment it reaches Kingsley’s machine, and then it will be rendered incapable of being processed by the human brain.”

Peter leaned over the workbench, examining the chicken scratch. “Which means we need to find the inverse of the machine signal’s interval ratio.”

Now it was Ock’s turn to blink. “That’s… exactly correct. A close estimate should suffice, though.”*

**This is all gibberish, by the way. I don’t know how to science. – Blushin’ Bandragoness*

He turned his attention to the parts strewn about. “We can begin by attaching these wires into a circuit within one of those metal frames. It will be tedious work, but I find music helps pass the time.” Ock set his phone on the counter and touched the screen.

Instantly, the room was filled with an orchestral symphony. Ock reached for a pair of wire strippers, but then he jolted as the music came to a halt.

“Uh, no disrespect to Beethoven’s Second-”

Ock burst out laughing – and not the evil kind, either. “You’re familiar with *Beethoven*, too?”

“A little, I guess.” Peter went crimson. “I mean, Gwen’s really the one into music. I just picked up on some things when I helped her study.”

Ock shook his head, smiling to himself. “I’ll confess, I’d always taken Spider-Man for a mere thug. You have not ceased surprising me.”

“You, too.” Peter smiled back. “’Remorse’ is one of those concepts that eludes most of my rogues gallery. Anyways-” He pulled out his own phone. “-my workshop, my music.”

“I suppose that’s fair.”

“Cool.” Peter set his own phone beside Ock’s. “Let’s see what shuffling my Spotify playlist gives us.”

His phone started emitting a guitar riff over a pop beat. Peter found this acceptable, and so he set to work, nodding his head to the music:

Dah na-na-na-na, dah na-na-na-na, dah na-na-na-na, dah na-na-na-na…

“*I... am a question to the world.*

Not an answer to be heard.

Or a moment... that’s held in your arms.”

May leaned against the kitchen counter, holding a mixing bowl in her arms. Apple muffins were Ben’s favorite. Maybe that was why May was in the mood to make them. Somehow, stirring the batter always soothed her. As if everything in the world would be okay if she just baked enough muffins.

The sound of the front door caught May's attention. "Oh, Gwen. How was school?" She caught sight of the saxophone case held limply at Gwen's side. "Did band practice go alright?"

"Hi, Mrs. Parker. It went fine." Gwen made her way into the kitchen, shoulders sagging. "I mean, the other kids haven't forgiven me yet, but the music teacher said I can still march with them at the next football game so long as I pass some extra exams."

"That's good." May ordered her lips to smile. "I knew they'd be understanding. People make mistakes, Gwen. It's human. Lord knows I've made my fair share..." The lips couldn't keep up the effort. "Peter told me about your anxiety attack."

"He did?" Any enthusiasm Gwen might have had before now was long gone.

"Gwen, listen to me." May set down her bowl so she could hold Gwen's hands. "I let Otto into this house before you were ready. I was lonely, and- and it made me selfish. If there's anything I can do to make it up-"

"It's okay, Mrs. Parker." Gwen smiled. May wondered if hers was forced, too. "You have the right to be happy. You didn't know I'd react how I did. I mean, I can be a little oversensitive..."

"That's not true, Gwen..." Before she could stop herself, May was holding Gwen tight. "I'm sorry, dear. I'm so, so sorry…" Her body shook almost as much as her voice. "No matter how much I try, I keep hurting the people I love."

"*I know that I'm a prisoner,*

To all my Father held so dear.

I know that I'm a hostage,

To all his hopes and fears..."

Peter gestured for a screwdriver. Otto handed it over, and then, when Peter unsuccessfully tried to use it, Otto laughed, shook his head, and handed him a smaller one.

"*I just wish I could have told him... in the-*"

The basement door creaked open, and Peter hit pause.

"Otto? Are you in here?" Aunt May poked her head in to discover the two of them side-by-side, fretting over a small, rectangular piece of circuitry. "What on earth-?" Her grin was the biggest Peter had seen in a while. "I thought you hated each other?"

Peter and Otto shared a glance. Then Otto turned to May and removed his goggles – With a pang, Peter realized they were the ones from his Doctor Octopus costume. "We had a talk. We've simply been working on a small project together."

"Th-That's wonderful." May's voice held a delicate mixture of relief and disbelief.

"Aunt May-" Peter dropped his screwdriver, turning towards her. "I've gotta apologize for last night. I was being a jerk, and you deserve better than that."

"Oh, Peter." May wiped her eyes. "I forgive you. But the truth is, *I* should apologize to *you*."

Peter almost laughed at the absurdity. "To *me?* For what?"

May's eyes met her feet. "For saying you were acting like- like you did the day we lost Ben. That wasn't fair. You couldn't have known what would happen to Ben – You were just a little boy. It's not your fault." She turned away, closing the door behind her. May took just enough time to add, "It was mine" before it shut completely.

"Wait- Hey!" The pain in Peter's shoulders had died down, but now he was hurting again. Like he could feel it radiating off of her. "What did she…?" He looked to Otto for an answer.

Otto kept his eyes on the workbench. "That's the burden your aunt must bear, Peter. Just as I bear mine."

"I- No, that's not- I'll, uh, be back in a sec, Doc." Peter left Otto to work on the circuit by himself.

Peter almost broke his neck sprinting from the basement to the hallway. He passed beneath the sound of Gwen practicing the sax upstairs, then finally came to rest in the kitchen. May was there, back turned, face hidden, stirring a bowl of muffin mix.

"Aunt May..." Peter hesitated. He didn't know what he wanted to say, but he wanted to say it bad. Finally, Peter decided on, "You don't have to punish yourself."

From the side, he could see a bitter smile on the edge of her face. "Oh, I know I shouldn't. It's just that... you wanted to take the subway, and he wanted to drive you. If only I had stopped him..." A laugh escaped her throat. "...we'd all three of us be eating muffins together, just like when you were little. Remember that?"

No… Peter knew exactly what he needed to say – He just didn't want to say it. Put him in costume and give him some crooks to fight, and you couldn't get Peter to shut up, but now… It was such a tiny little sentence. How could it give him this much trouble?

"I'm responsible."

The muffin mix splattered onto the counter. "For what?" May was trying to make it sound like something small, something easy, as if Peter was responsible for jaywalking or cutting in line at the supermarket. She reached for a paper towel to mop up the mix.

Peter had to bury his mouth is his palm. "Uncle Ben."

"But you were at the library." Now she was talking like he'd said two plus two was five and needed to be gently corrected. "You were doing your homework."

"He drove me to the library, but I never went in."

"What do you mean?"

This tablecloth had a really intricate leaf pattern to it. Peter had never noticed before. "I went somewhere else. Somewhere I thought I could win some money. Kids at school were making fun of me for riding the bus like a freshman, and I wanted a- a car." God, that sounded even stupider when he said it out loud. "It happened so fast. I won the money, but the guy wouldn't pay me. Then he got robbed."

Peter was there again. Standing by the elevator. Stepping aside.

"The thief was running towards me. I could've stopped him, but I wanted… revenge, I guess." His eyes squeezed shut. "I let him go. I let him get away. And that thief… was Walter Hardy." A bitter laugh. "He wanted a car, too. Tried to take Uncle Ben's. Uncle Ben said no, and Hardy shot

him. Uncle Ben was killed that night…" His eyes opened back. They stung, and the whole world was blurry. "...for being the only one who did the right thing." Deep breath. "I've tried to tell you so many times."

There. It was done. Peter waited for May to say something. Anything. Slap him. Scream at him.

She turned and walked out the kitchen. The only noise made was her bedroom door clicking shut.

"I trust it went well?" Otto nodded at Peter's re-entrance to the basement.

"...How's the jammer coming along?"

"Almost complete." Otto held up the box to show off the current progress. "We're missing but a scant few components. See that list?" He pointed to a poor Post-It Note that'd been utterly decimated by his handwriting. "Take it and the money beside it, then go and purchase everything I've written. The components shouldn't be difficult to find in local shops." He paused, adding, "Don't worry, that money wasn't acquired through illicit means. It's the remnants of my Oscorp paychecks."

"I- Thanks, Dr. Octavius. For everything." Peter grabbed the note and money off the table, plus his phone and jacket, and then headed out the door.

"I can't believe it." The man behind the counter gave a bemused smirk. "You working on a *different* science fair project?"

"Just let me buy this stuff," Peter said through gritted teeth.

"Sure. You got a permit?"

Peter was fixing to throw Bruce through a window. "A permit?"

"Yeah." Bruce took a bite of his ham sandwich, then said with his mouth full, "That StarkTech battery you want emits trace levels of some crazy sci-fi radiation or somethin'. The manager doesn't want some dumbass to feed it to their dog and sue the store."

Peter made himself inhale. "How do I get a permit?"

"You got a driver's license?"

Peter stared at his shoes.

"You don't got a driver's license," said Bruce. "Wow."

"We live in New York City!"

"You got a college ID?"

Now Peter's *face* was emitting trace levels of radiation. "I'm in high school."

"Oh my god, that's adorable. Maybe come back with a signed note from your mom-"

"*I'm seventeen! And I don't even HAVE a dog!*"

"Seventeen?" Bruce scoffed. "You look twelve at best."

Don't punch his mouth, don't punch his mouth, don't… "Please. This is urgent."

Bruce raised an eyebrow. "How so?"

"Because I'm Spider-Man and I need all this stuff to build a device that'll stop a bad guy from brainwashing people!"

Bruce stared at him. "You're full of crap, but your balls are obviously bigger than I thought. Here you go." He opened the cash register.

Peter returned home to find that sax music was still coming from Gwen's room and May's bedroom door was still shut tight. Peter trudged into the basement and threw his shopping bag on the table.

"Feast your eyes, Doc. We good to go?"

Silence. Otto was facing away from him, huddled over the jammer.

"Um… Doc? You okay?"

"Yes, yes," Otto said suddenly. "I'm quite alright, Mr. Parker. Allow me to put the finishing touches on the device, and then we can head out."

"Great. Hope you don't mind if I shut my eyes for a sec." Peter was already slouched against the ratty old basement couch, and his eyes were shutting of their own accord. "Didn't get much sleep..." May's face flashed before them. "...and I've had a long day."

Spider-Man was perched atop the crane of an empty construction site, and sitting beside him was one Otto Octavius. The Web-Head must've done a real number on the agent tailing Otto, whisking Otto away from the street level like this. Otto had thrown on his goggles and brown trench coat, but without his trademark tentacles, he couldn't really be said to be "Doctor Octopus" anymore.

Truth be told, Peter hadn't enjoyed changing into costume right in front of Otto. It'd felt dirty…

"Ever been this high up before?"

Otto shook his head. "Not without my arms. The world certainly feels less..." He looked down. "...*secure* without them." He steadied himself, then handed Spidey the fruit of their labor – a rectangular box. Plain enough, though they'd tried to pretty it up by painting it blue with a red spider-emblem like the back of Spidey's costume. "When you're within range of the machine, simply press the button. We have no way to test this in advance, of course, so we'll have to go on faith."

"Oh, I'm no stranger to *that* plan." Spider-Man attached the jammer to his utility belt. "We ready?"

"One last trick up my sleeve, actually." Otto's goggles turned white in the evening sunlight. "A trick who I took the liberty of calling earlier."

Earlier:

"You can do it, 'Lectro! Just twenty more to break your record!" Markham held his hands steady

as Electro lifted the weight up and down beneath him. “Pretend those dumbbells are giant honeycomb, and you’re a hungry bear-”

“Do you ever shut up?” Of all the partners Electro could’ve been paired with…

But before Markham had time to drive Electro *completely* crazy, Dr. Kafka entered the room. “Electro? You have a phone call.”

The dumbbell slammed to the floor.

The next instant, Electro was in the visitation center, holding the receiver up to the crackling, electric ear beneath his containment suit.

“*Electro,*” came a voice that made his heart race. “*This is the signal.*”

“Finally.”

See, Electro’s powers had come about by a freak accident, meaning nobody knew exactly how they worked, and so the guards at Ravencroft hadn’t realized something important – Day by day, little by little, Electro’s power was growing. He’d been holding it back, been good like Doc wanted, but now he could finally let loose. Electro could burn hot enough to melt the phone in his hand… and more importantly, the inhibitor bracelets on his wrists.

Spider-Man nearly tumbled off the crane at the sight of a big, glowing sparkle-god sailing towards them over the sunset.

“Electro!” Spidey called out. “Looking good, buddy! Have you lost a few watts?”

“So we’re working with the bug now?” Electro hovered beside the crane on a cloud of plasma. He was like Human Torch, only instead of “flame on,” it was, uh, “spark on.” Yeah, that’d do.

“We have a common enemy in Kingsley,” said Otto.

“The Hobgoblin guy? But I thought he was our-?”

Spider-Man cleared his throat. “So, uh, am I to assume Lightning-Butt got out on good behavior, too?”

“A prison break is a minor crime in the face of Kingsley’s atrocities.” Otto gave Spidey a reassuring pat on the shoulder – which was still sore, for the record. “It was entirely necessary, I assure you. Only Electro can disable the forcefields. Once our task is done, he will surrender himself back into custody.”

Electro’s eyes flickered – He’d blinked. “Uh, right, right. That’s the plan.”

Spidey couldn’t argue. He’d had no problem with it when Black Cat did the same thing to catch Sin-Eater, after all.

“Hmm… Guess we don’t have a choice.” The Web-Butt gave the Lightning-Butt a look. “Think you can be a good guy a while, Zeus? Rule number one, no killing people. If anyone gets electrocuted, I’m revoking your superhero discount card *immediately*.”

“Don’t worry,” Electro huffed, “I got total control of my powers.”

“Alright, then...” Spidey turned to Otto. “You sure you wanna come with, Doc? It’ll be pretty

dangerous, and you don't have a way to fight."

"I'm the only one of us who can operate the machine," said Otto. "We'll need to manually disable it if we wish to remove Madame Web without hurting her. And once the warehouse's blast doors close, getting in or out will be a struggle."

"Yeah, guess we'll figure out our escape plan later. Maybe that hole I made is still there? Kingsley might not be expecting me to strike back so soon..."

Spider-Man took a breath. He hoped May was alright. He wished he could be with her right now, but, as always, he had other obligations. At least Gwen was in the house with her.

Alright, no more deliberation. Game time.

"Open wide, Cassandra." A spoonful of porridge entered Madame Web's gaping, toothless mouth. Kingsley held her neck, ensuring she swallowed before scooping the next spoonful. A drop spilled on her collarbone, but he quickly wiped it off with a napkin.

Kingsley was seated in a desk chair next to the web of tubes that held her, and he seemed quite focused on the task at hand – until the orange plasma field suddenly appeared around them.

"Well, well." Kingsley rose to his feet, nodding to the newcomers. Spidey had carried Otto inside the warehouse, and Electro had darted in mere seconds before the blast doors shut. "I wasn't expecting company today."

"Are..." Spider-Man gawked at him. "Are you feeding Madame Web yourself? You don't have an underling do it for you?"

Kingsley straightened his white suit. "I prefer the personal touch when it comes to Cassandra."

"That's… creepy." How soon until Spider-Man could leave? He glanced up at the blast doors. The newly-created hole had, in fact, been patched with a fresh sheet of iron. Could still be a vulnerable point, though. "I'm not even gonna ask about the bedpan."

"Okay, an underling does do that one." Kingsley turned his attention to Otto and Electro (OMG, that rhymed. Electrotto OTP). "So either my brainwashing on Spider-Man had a delayed effect and now you all want to form a new Sinister Six… or else this is a double-cross."

"The latter," said Otto.

"In that case..." Kingsley snapped his fingers. "I'll have to make due with my current roster."

Again, the six Hobgoblins emerged from the ground, as well as the sinister new Spider-Man costume.

"Dibs on the fat one!" One of the goblins immediately hurled a bomb at Otto, but Electro dived in the way, detonating it in midair with a quick zap.

"Quickly, Electro!" yelled Otto. "The forcefield!"

"On it!" With a twitch of his palm, Electro blasted the wall of plasma, searing a sizable hole in it.

"Don't hurt any goblins, Sparky! They're brainwashed innocents!" Spidey dived through the hole. Nothin' but net.

"*What-? How did you-?*" The look on Kingsley's face was hi-larious! "Machine, brainwash at full power!" He waited, but nothing happened. "Machine-!"

"Oh no." Spider-Man patted the jammer on his belt. "Did I break your toy?"

All around the warehouse, the Hobgoblins were giving up the fight. Now most of them were too busy taking in their surroundings and screaming.

"Everyone off the ride!" Spidey dived back out the hole. Now that the brainwashing was disabled, the goblins had apparently forgotten how to fly – and they didn't wriggle as much when Spider-Man tackled every last one of them off their gliders, which all crashed and exploded in a harmless yet impressive fireball. "Sorry for the inconvenience, folks." A squirt of his shooters glued all six bystanders to the floor, and some quick gobs covered their mouths to prevent them from panicking. "Sorry, I don't want anyone hurting themself. You guys have got tons of weapons hidden in those stylish, coordinated outfits of yours, so it's better to wait for the bomb squad to get here."

With that taken care of, Spider-Man returned his attention to Kingsley. Another zap from Electro destroyed the forcefield completely, enabling Spider-Man to waltz over to Kingsley unobstructed.

"S-Stay back!" Kingsley pulled out a pistol, but those were child's play for Spidey. He smacked it away and webbed it to the wall easy as swatting a fly. "I don't understand! This is impossi-"

Clank. A bop on the head sent him to the floor.

"Sweet dreams, Kingsley." Spider-Man examined the warehouse, hands on his hips, admiring his handiwork. "Well, here I thought we were in for an epic battle. That was the smoothest my fights have ever gone!" He walked back over to the web of Hobgoblins, making sure everyone could breathe. "Now it's time for you to do your thing, Doc."

"I concur." Otto walked over to the machine's central control panel, near Madame Web's limp form. He simply had to disable the machine so they could safely remove Web, and they were good to go.

"Y'know, I'm shocked to say it, Doc," said Spider-Man, "but this could be the start of a beautiful friendship."

"Yes, it could." Otto's fingers hovered over a button. "It's tragic, really."

"Tragic? What do y-?" *Your spider-sense is tingling, wise guy!*

Spider-Man narrowly dodged a lightning bolt… only for a second one to hit him square between the shoulders. "*Agh!*" Spidey dropped like a moth on a bug-zapper.

Spider-Man, are you there? came the sudden voice of Madame Web. *Look out! Octavius plans to double-cross you! I just read his mind! I may have made a horrible mistake when I advised you before!*

Spidey groaned. *Gee, thanks, Madame Web. You're always looking out for me.*

Electro howled with laughter. "How did you not see that coming? You're even stupider than I thought!"

"Y'know what, Electro…?" Spider-Man struggled to lift his head. "I'm not even gonna argue with that." He managed to crane his neck enough to scowl at Ock. "Guess it's my fault for thinking you were anything but a monster."

Ock smiled at him. “That’s the funniest part, actually. You see, arachnid, I truly did want to help you defeat Kingsley. I truly believed we could be valuable allies to one another. In fact, I might be so bold as to say we genuinely bonded during the construction of that telepathy jammer. I would have been more than happy to call you my son-in-law. But then you went to the store to pick up my supplies.” The smile vanished. “Do you know what happened while you were gone? Would you like to hazard a guess?”

“You… put the stick back up your butt?”

“Your aunt broke up with me.”

Oh. That… *did* add up...

“She called off the marriage. She- She wouldn’t even *speak* to me.” Otto’s teeth scraped against each other. “I honestly tried to befriend you, to build bridges, but you are so petty and spiteful that you did the *one thing* I asked you not to do. Your aunt knows you are Spider-Man.”

“Huh-? Whuh-?” Okay, that *didn’t* add up.

“Wait,” spoke up Electro, “Doc, are you saying you know Spider-Man’s secret identity-?”

“*Later, Electro.*”

“Sorry...” Electro winced like a scolded puppy.

“And *now*-” Ock looked back to Spidey. His voice cracked. “-she undoubtedly assumes that it was all a lie. She assumes that from the start, my affection has been an elaborate ruse to get to you, when I wasn’t even *aware* she was related to you when our courtship began. *She can no longer stand the sight of me!*”

“Doc...” Electro took a tentative step toward him. “I’m so sorry-”

“*I said shut up, Electro!*” Ock hunched himself over the computer console. “Kingsley’s incompetence has ended my plans of world domination, and *your* childishness, arachnid, has ensured that the woman I love despises me. My life has been completely and utterly ruined!” To Spider-Man’s surprise, Ock’s shoulders began to heave. At first Spidey thought it was from sobbing… but it was actually the opposite. “And so the least I can do is return the favor.” Ock’s finger pressed down on the button.

“*Otto, you have to listen to me!*” The pain was back in Spider-Man’s head, growing stronger. Louder.

I’m sorry, Peter, came Madame Web’s voice. *With the six goblins freed from my grasp, my power is too great. It cannot be resisted.*

“*I didn’t do it, Otto!*” Even moving his mouth had become a Herculean task. “*I never told May!*”

“Please.” The last thing Peter heard before blacking out was Ock’s bouncy, pompous voice. “You’ll have to sound more convincing than *that*, ‘hero.’”

“Guh...” Peter opened his eyes. What’d happened? Had he been dreaming? Why did his arms feel so heavy? Not just his arms, actually… *Everything* felt heavy.

And why was his vision blurry? Reminded him of the old days. Peter squinted, allowing him to focus on the red and blue thing lying before him. His burnt, tattered Spider-Man costume. Had

Doc Ock stripped him naked? Why the heck would-?

No. Peter wasn't naked. He was wearing a… a brown trench coat over a green shirt. And he'd gotten fat. How-? Peter tried to move, only to discover he'd been tied up by a familiar sticky substance.

"Rise and shine, arachnid," said a voice that was also eerily familiar – and eerily different. "Though I suppose it would be hypocritical to call you that now, wouldn't it?"

"What the-?" Standing before Peter was that sinister-looking red and black Spider-Man costume. For a crazed second, Peter thought the mannequin had come to life.

"For all his shortcomings," the evil Spider-Man said, examining himself, "Kingsley has impeccable fashion sense."

"Who are you?" Peter's body wasn't the only thing that'd changed – His voice was way different, too.

"Interesting question." The Spider-Man tugged off his mask to reveal the face of Peter Parker. "I'm you. And you're me." He grinned. "Fun, isn't it?"

"You've gotta be kidding." Peter's heart was thumping, though maybe that was due to all the extra cholesterol. "What's wrong with you, Ock? It's *Monday!* Don't you have any showmanship? 'Freaky Monday' is a *terrible* name for a movie!"

"Cute," said Evil Peter- or, err, Ock. His voice kinda reminded Peter of the Venom symbiote back when it'd adopted his voice. "I see your new body has retained your ability to quip."

"I'll be honest, Doc." Electro looked at Peter's new body in a way he'd *never* looked at the old one. "I'll really miss your old body. This is gonna take some getting used to."“Understandable, my dear Electro, but the pros far outweigh the cons." Evil Peter did a backflip, laughing. "Even when electrocuted within an inch of its life, this body is so much stronger, so much more nimble than my original! It will serve me nicely in my bid for world domination." Okay, seeing Peter's own body move and talk like that was starting to freak him out.

"So what now?" spat Peter, though Ock's body produced a bit more spittle than he was used to. "You kill your old body with my mind in it?"

"Oh, you'd like it to be that simple, wouldn't you, hero?" Evil Peter returned the narrow-eyed Spidey mask to his face so it could scowl at Peter. "I want you alive. I want you to rot in this warehouse alongside that wretched Kingsley." He gestured to the unconscious Kingsley, who'd also been webbed up. "I want you to feel what I felt when May terminated our relationship. I want you to sit here helplessly while I teach everyone you know and love to despise you." He leaned in to Peter's ear. "And then, when you're broken, when you beg me to do it, *then* I will kill you, Peter Parker."

"You're making a mistake, Otto!" Peter squirmed against the webs, but his pudgy new body was thoroughly useless. "Call off this crazy revenge scheme and there's still a chance May'll take you back! We can explain the truth to her together-"

"The pitiful bargains of a desperate man." Ock in Peter's body- Okay, Peter was gonna need a snappier name for that. Uh… Spider-Ock? SpOck? Sure, why not? SpOck motioned for his groveling minion to follow him. "Electro, if you please?"

On command, Electro blasted apart the newly-patched wall, giving him and his boss an easy escape route.

“Farewell for now, Peter.” SpOck perched himself on the tip of the hole, then fired a web to a neighboring building. “We may return to inform you how Gwen reacts to the new Spider-Man. Perhaps she’ll have an even *bigger* panic attack this time? Imagine!”

“*You better pray I don’t get out of this web-!*”

“I’m quaking with fear.” SpOck turned away. “Come to think of it, this warehouse would make an excellent base of operations once I usurp Kingsley’s empire.”

With that, Electro flew off into the sky, while SpOck swung away, bellowing, “*The die is cast!*”

Now Peter was alone in Ock’s body with no one but Kingsley, Madame Web, and six Hobgoblins to keep him company. And all eight of them were unconscious. Just his luck.

And for the cherry on top of the sundae that was Peter’s life, his new body had to use the john. And he’d thought growing six-arms would be the grossest thing to happen to him.

Peter squirmed with all his might, but escape was impossible. He’d- He’d really outdone himself with this batch of web-fluid. If Tombstone was here, he might’ve pointed out the irony.

“‘The die is cast?’” Peter shook his stupid, chubby head. “He is gonna be the *worst* Spider-Man...”

Superiority Complex

Once the battery was added, the jammer would need a coolant to keep from overheating. A crude measure, but it would serve well for the short term. Otto reached for the coolant tube with his upper rear arm.

Except he didn't have an upper rear arm.

An old familiar twinge fell upon Otto's shoulder, and an image of writhing arms flashed before him. At times, he could swear he felt the lava eating away at his remaining two. His mind was playing tricks on him, he knew. Otto despised that – If there was one aspect of himself he valued, it was the sanctity of his mind.

But Otto was shaken from his thoughts by the creak of the doorway. "Otto?" There she was in her casual wear, peering at him with her deep blue eyes, fiddling with the silky hair she'd allowed to gray. In truth, May wasn't much older than Otto, but she carried a beauty beyond her years. Her face was so… earnest. A refreshing change – Earnest faces had been a scarcity at Oscorp.

"May." He beamed at her. "Your nephew is out on an errand. Our project is coming together nicely. He's a gifted boy-"

"*Otto*." May's mouth smiled, but her eyes did not. "I appreciate the way you've mended things with Peter. That means a lot to me, but..."

Otto's heartbeat fluctuated. "But?"

"But- But Gwen hasn't been taking things well. First she lost her father, then I threw *this* on her shoulders? I hurt her." Otto attempted to meet her eyes. May failed to reciprocate. "She trusted me to be her guardian, and I hurt her. And Peter..."

Ah. There it was.

"Peter told me something. Something that… What I mean to say is, I- I can't do this right now, Otto." May brought a trembling, delicate hand to her face. "I'm sorry. I need the wedding called off."

Otto took a breath. "Whatever makes you comfortable, May. I'd be happy to postpone as long as you like."

"Otto..." She took a breath, too. "I don't mean 'postpone it.'"

Otto's fist collided with its target, no doubt shattering multiple ribs.

"*Run! Run! Spider-Man's gone nuts!*"

Every which way, Kingsley's thugs were fleeing. Evidently, upon falling into unconsciousness, Kingsley had triggered an alarm that drew his minions towards his base of operations – rather, *Otto's* base of operations. It was amusing, really. They thought they could escape.

Thweep, th-th-thweep. Mastering the web-shooting apparatuses had been child's play. Strands as thin as genuine spider webs latched onto all the most vulnerable points on his opponents' physiologies, and then a mere tug sent them tumbling to the ground. Until Otto had the time to reverse-engineer the web fluid formula (maybe a spare twenty minutes or so), he would have to

conserve it – specifically, by beating the common criminals into unconsciousness. To think, the arachnid had wasted gobs of his fluid pinning opponents to the ground.

"Holy crap, Doc!" Beside him, Electro skimmed the city street, raining down lightning to chase away any cars bold enough to drive near. Scattered about the ground were over three dozen of Kingsley's men, and every last one of them nursed major fractures. "You didn't even need me to do anything."

"Simply flexing my muscles, Electro. Practice makes perfect, after all." By now, the paralysis Electro had caused had all but worn off. True, Otto's shoulders were still bandaged due to Peter's incompetence, but such a fate would never again befall Spider-Man now that the mantle was claimed by one more worthy. Even with the minor handicap, this body was ten times as powerful as Otto's original. He was young, strong… and best of all, he was no longer being stalked by a pesky agent of S.H.I.E.L.D. Otto had never realized what a prison his old body was until he was liberated from it.

Otto sprang onto a lamp post, where he spotted something rather amusing – a pair of peons cowering together in an alleyway. They thought themselves safe from Spider-Man's gaze, but they daren't try to flee.

"Psst, hey," one of them said to the other, "don't Spider-Man usually tell jokes, y'know, web bad guys up without hurtin' 'em?"

"Gee, you're right," the other whispered back. "I don't know, man, we do live in a pretty crazy world. Maybe it's the Chameleon again. Or Mystique, Copycat, Morph, Changeling, a Skrull… Or it could be a different guy with spider powers. I mean, he wearin' a different costume, ain't he? Or Spida-Man could be, I dunno, body-swapped with a supervillain or somethin'."

"Huh. That does sound plausible- *Oh god, he's here!*"

Finally, the gibbering Neanderthals had spotted Otto on the wall across from them. They tried to run, but he dropped down to block their path.

"Please don't hurt us, Mr. Body-Swapped Supervillain! We ain't criminals!"

"Y-Yeah, we happened to be passin' by! You can't discriminate just cuz we talk like dis!"

"Is that so?" Otto cocked his masked head. "But if you aren't criminals… *then why did you run?*"

By the time Electro reached the alley, the criminals were bruised and unconscious. "You're amazing, Doc!"

"Please, my dear Electro." Beneath his mask, Otto smiled. "We can ascribe a more suitable adjective than *that.*"

"So what now?"

"This should be sufficient to teach Kingsley's men where their true loyalties should lie." Otto nodded to the pile of bodies out in the street. "Meaning my next order of business is to ruin Peter's life. You, meanwhile, will safeguard the warehouse. Chase away any police who come too near."

"You got it, boss." Electro turned to leave.

"Oh, and Electro?"

He halted.

“This goes without saying, but keep Spider-Man’s true identity between the two us, would you? Not out of any misplaced sense of respect for the arachnid, obviously, but out of my own self-interest.”

“Yeah, of course.”

“Excellent.” So long as that information was never revealed… May would never come to harm. Otto would, of course, need to concoct some excuse for Peter leaving home that wouldn’t upset her. Besides, the thought of attending high school again was unfathomable. Once Otto ran the world, that pathetic, broken system would be the first thing to go.

“Uh, come to think of it, were those two really working for Kingsley?” Electro nodded to the pair of victims in the alleyway. “I coulda sworn they were bystanders.”

“They were.” Otto grinned. “The ‘misunderstanding’ is sure to inflame the media. Already, I can hear the news choppers arriving on the scene. In a scant few hours, the public’s hatred for our accursed foe will burn brighter than ever before!”

“Breaking news! As this shocking footage reveals, a man in a red-and-black Spider-Man costume has brutalized a gang of criminals. We go now to a captain of the NYPD for comment.” Beside Dilbert Trilby, a video appeared onscreen of Jean DeWolff. “Captain, do you think this is the same Spider-Man as the original red-and-blue one?”

“Absolutely not,” said DeWolff. “This isn’t our Spider-Man’s MO at all. He’s never this conservative with his webbing, for one thing. It’s another copycat, I’m positive. Or maybe Spider-Man body-swapped with a villain – It happens to a lot of superheroes. I’m sure we all remember the time the Enchantress swapped bodies with Thor and they ended up making out in the middle of Central Park.” She shuddered. “I mean, really now, you’d have to be an idiot to think this was the original Spider-Man.”

Jameson gave his wife a big old smile. “Order anything you want off the menu, picklepuss. You deserve it.”

“Oh, Jonah.” Joan hugged him from across the table, tickling his neck with her feather boa. “I know we’re a day late for Valentine’s, but still, it’s so sweet of you to take time off your busy schedule to-”

“SHUT UP, WOMAN, MY PHONE SAYS SPIDER-MAN IS BEATING CRIMINALS WITHIN AN INCH OF THEIR LIVES!” Jameson promptly shoved her aside in his sprint for the exit. “THIS IS INCREDIBLE! I HAVE TO GET TO THE OFFICE! WE’RE FINALLY GONNA CATCH THAT CROOK IN THE ACT! BWA HA HA HA HA...” His voice grew fainter as he vanished from view.

Alone at the table, Joan sighed, then picked up a menu. “Well… at least I can have a nice dinner by myself.”

“WRONG!” Jameson’s head poked back into the restaurant. “THE ORDER’S CANCELED! I’M NOT MADE OF MONEY!”

A faint, monotone voice echoed across the warehouse’s sealed walls:

“Three thousand five hundred ninety-eight, three thousand five hundred ninety-nine, aaaand three

thousand six hundred." Peter made a fresh attempt at breaking his webs. This time, they stretched enough to snap. "*Finally.*" He escaped in a burst of dissolving goo.

As much as God hated Peter, He'd at least thrown him a bone – Doctor Octopus had no idea about the different types of web fluid, and he'd so happened to use the dissolves-in-an-hour kind. If Madame Web's powers had given Peter's memories to Ock, Peter would've been *really* screwed instead of just *pretty* screwed.

But then, he supposed, if Doc Ock had Peter's memories, maybe he wouldn't be such a horrible person in the first place. Ugh, Peter was an idiot for trusting him! He wanted to be mad at Madame Web, but she'd only wanted to help. Peter was the one who'd agreed to Ock's plan. That was the last time *he* gave a villain a shot at redemption…

Peter stretched his weird, chubby arms. Geez, even standing in place for an hour had left him out of breath. Ock could've at least done some cardio. Cardio was easy!

Speaking of Madame Web, the least Peter could do right now was free her. He waddled over to the machine – Was this his punishment for all the cracks he'd made at Fisk's expense? – and examined the computer terminal. Oh, this wasn't hard to figure out at all. He hadn't even needed to bring Otto into the warehouse in the first place. Stupid, stupid, *stupid*.

The binds on Madame Web's limbs popped open, and Peter gently picked her up. She barely weighed anything, yet she felt heavier than that debris at the Master Planner's lair.

"I don't suppose it's too much to expect you to wake up and fix everything soon?" Peter stared at her, but she remained motionless. He sighed, setting her down on the floor. At least Kingsley was still out cold, though his webs were melting off, too. And then there were the poor brainwashed Hobgoblins. Spidey had thoughtlessly used the permanent webbing on them, so they'd have to get pried out by the police. The goblins who'd woken up by now looked quite unhappy with their predicament.

Wait… the police. That was it! Peter searched his pockets. Mercifully, Ock had forgotten to confiscate his own phone. Probably didn't think Peter could reach it in the webbing.

But come to think of it, Otto had Peter's phone, too. As a teenager in a relationship, Peter was horrified at this. Because the phone had… sentimental value to him. *Ahem*.

In fact, screw the phone, what about Gwen? What about Aunt May? If Ock hurt *one hair* on their heads- No, Peter couldn't think about that now – It made him see red. He had to focus.

He couldn't get past Ock's lock screen, but Peter could at least call 911. He waited for the phone to ring… only to get no signal. "*Really?*" The stupid blast doors must've been interfering. Okay, okay, calm down. He'd figure something out. There was still that hole in the wall Electro had blasted open. It was a little high up, but Peter could simply-

"Agh!" He'd impulsively tried to wall-crawl, and it'd ended how you'd expect. At least his big old butt cushioned the impact. God, it felt like Peter had lost an arm. His agility, his web-shooters, his spider-sense, all gone. Heck, Peter could've made a better Spider-Man than Ock before the stupid spider even bit him!

Peter scratched at his face. He'd never worn contacts before – Were they supposed to sting your eyes? But then his eyes fell on something lying across the floor… A glider. Most of them had gotten blown up when they crashed, but this one had ended up wedged between some crates, so it seemed mostly intact.

Light bulb.

"*Waaaaaah-!*" Three seconds later, the misshapen figure of Otto Octavius was sailing across the warehouse on a goblin glider. Peter could do this, Peter could do this! He just had to aim for the hole, and… *Zoom*. Made it! He could feel the night air against both of his chins.

Of course, another three seconds later, the glider took a nosedive. *Crash*.

"*Ugh...*" Peter scraped himself off the pavement. He tried to return to his feet, but they gave out beneath him. "Note to self – No more crazy stunts in this body."

So now the misshaped figure was crawling away from a pile of flaming wreckage across the warehouse parking lot. Still not the *worst* night of Peter's life. Actually, it was hard to tell in the shadows, but it looked like a man had noticed the crash, and he was coming this way. Maybe he could help out, call the police-

"*You escaped?*" The man rolled back the helmet of his containment suit, revealing a head that lit up the night like a living glow stick.

"Electro, Electro, wait!" Peter struggled to hold himself up. "You wouldn't hurt your hubby's old body, would you? Think of all the good times you've had with it!" For a second, Peter thought he might've pushed it too far, but his spider-sense didn't go off, so- No, wait.

Electro's eyes burned brighter. "You *really* need to learn to *not. Make. Fun*-"

But right when Peter thought he'd get burned to a crisp, out of nowhere, this blue energy bolt shot past his head, hitting Electro square in the chest. Electro shrieked, then flew off like a startled pigeon.

"What was-?" Peter managed to turn Otto's fat head. What he saw was another figure approaching him. The light of a streetlamp revealed it to be a man with a pengiun suit, a hairline that'd crawled way up his head, a sci-fi gun in one hand, and a badge in the other.

"Trouble with your hired help, Octavius?" The man tucked away his weapon so he could offer a handshake. "Hi. Agent Coulson. Remember me? You gave me the slip earlier."

"Sir, I'm not Dr. Octavius! You've gotta believe me! I'm actually Spider-Man, but Doc Ock swapped bodies with me like in that Lindsey Lohan movie!" Peter held out his own hands-

"Yeah, I've heard *that* one before."

-only to find a pair of cuffs snapped over them.

The Daily Bugle newsroom was full of yawning mouths and half-lidded eyes. Every last employee clutched coffee in their hands, save for one who didn't need it.

"The story's already exploded all over Twitter and Reddit, whatever the hell those are." Jameson paced the office, practically vibrating. "But the Bugle can be the first to break the news in print! The only kind of news that matters!" He puffed out his chest. "Spider-Man's evaded justice for the last time. This is the final nail in the coffin we need to have the Wall-Crawler shot, hanged, and thrown in the Vault!"

"Jonah..." Robbie gave a dry stare. "The only reason I dragged myself back here at one in the morning is because I assumed this would be about the U.S.'s diplomatic meeting with Latveria."

“Don’t bore us with that page-three crap, Robbie! I want someone in this room to suggest a decent headline in two-point-six seconds, or *everyone* in this room is fired!”

“Including you?” Ben Urich deadpanned. “That might be worth it.”

Put on the spot, Foswell blurted out, “How about ‘Red-and-Black Menace: New Costume… or New Spider-Man?” Hmm, that’d been two-point-seven seconds, but Jameson would allow it.

“Are you crazy?” Jameson spat. “Readers hate rhetorical questions! It needs to be something like-” he threw out his hands, as if miming the placement of each word: “- ‘SPIDER-MAN TORTURES CROOKS! COULD *YOU* BE NEXT?”

“But-”

“Jameson, look.” Robbie let out a sigh. “We all know you hate Spider-Man, but you can’t assume this is the same guy just because he has a similar costume and powers. Heck, for all we know, Spider-Man could’ve body-swapped with a supervillain. As journalists, we’ve sworn to uphold the truth-”

“*I don’t hear you contributing, Miss Brant!*”

Betty nearly spilled coffee all over her desk. Obviously, the Daily Bugle staff couldn’t function at this hour without their secretary on hand.

“Um, well-” She glanced at her phone. “Someone tweeted this gif of their puppy hiding under the bed when the red-and-black Spider-Man swung by their window, and it got fifty thousand likes in an hour.”

Robbie groaned. “Can we please get serious-?”

“No, no.” Jameson stroked his mustache. “That’s good. I want that gif embedded on the front page!”

“Wasn’t the whole point to break this story *in print?*” asked Urich.

“I don’t pay you to ask questions, Urich!”

“I’m an… investigative journalist.”

“Where’s Parker?” Jameson whipped out his own phone. “He should’ve sent me pictures by now!”

“It’s a school night!” snapped Robbie.

“*Some things are more important than school!*”

Finally, Gwen had gotten the Second Movement of the Creston Sonata to sound like something approaching passable. *Geez*, Midtown Magnet was hardcore. Her fingers had fallen off hours ago, and Gwen was trapped halfway between the sleeping and waking worlds, but she didn’t pass out quite yet. Gwen had heard some noise from downstairs earlier, and her curiosity had gotten the best of her.

“Mrs. Parker?” Gwen discovered May downstairs, folding laundry on the living room sofa. “You’re up late.”

“Oh, Gwen, I hope I didn’t wake you.” May jolted at her appearance. “Things have just been… weighing on my mind, I suppose.” Her face sagged. It was another minute before she added, “Otto and I broke up.”

“Oh, I- I see.”

May shook her head. “It wasn’t working.”

“I’m sorry.” Gwen hated lying to Peter’s aunt, but the truth might’ve been a bit too… indelicate.

“Peter was starting to get close to Otto,” said May. Gwen doubted that with every fiber of her being, but okay. “He’s out late again, but I suppose he needs time to deal with the news. It must’ve been so sudden for him.” It was kinda late even by Peter’s standards, come to think of it. Gwen hoped he was okay.

Just then, May went for the front door. “I’m going for a walk to clear my head.”

Gwen have a start. “By yourself?”

“Anna Watson will be with me. Will you be okay until Peter gets back?”

“I- I guess so-”

“There are muffins on the stove for breakfast.”

“If you’re sure-”

But May was already gone.

And now Gwen was all alone. To be honest, staying alone in the house always creeped her out, at least when it didn’t make her depressed. Still, Gwen supposed she ought to get some sleep. She had to perform at school in the morning, after all.

As Gwen was walking upstairs, she caught the familiar sound of Peter’s bedroom window opening. Oh, good, he was back. She’d swing by his room for a goodnight kiss.

Peter marched Otto’s stupid, heavy body towards his complimentary free helicopter ride. At least he’d convinced Coulson to send some police officers to investigate Kingsley’s warehouse.

“So, uh, I’ve always wanted to know...” Coulson glanced around, making sure the other agents in the copter weren’t in earshot. “Did you have your name changed because of the arms, or did you build the arms because of your n-?”

He froze. Not just him, in fact, but all the agents in the helicopter, as if God had pressed pause on life. Peter blinked, then glanced around to discover a certain redhead in a green and gold costume descending towards him from the night sky.

Jean gave a concerned look. “Peter?”

“*Oh thank Odin, you used my real name.*” Peter thought he might cry.

Jean landed beside him, giving a strained smile. “Madame Web sent me.”

Peter cocked an eyebrow. “You know Madame Web?”

“I do now.” Jean – Marvel Girl, whatever – laughed. “Once she was out of that machine, she said

she could contact any telepath in range, but she didn't have much time before she passed out again. The machine really drained her." The humor faded. "It's sick what Kingsley's done. I didn't know mutants could be used like batteries."

"So can you swap me and Ock back?"

"Not without your original body here." Suddenly, both Peter and Jean rose into the air. "Come on, I can't hold all these people for long, and the police will be here to help Web in a minute. Let's get you to Xavier's."

"Sweeter words have never been spoken." For the first time since he'd woken up, Peter felt light as a feather. "You, uh, don't think the other X-Men will make fun of my predicament, do you?"

"Oh, they'd never..."

One of the less anticipated side effects of stealing the body of an adolescent boy was the drastic uptick in hormones. While such ridiculous things had long since faded from Otto's previous body, this new one had not yet discovered the wisdom of age, and so it still found young women alluring.

Otto couldn't deny, Miss Stacy was a pretty thing. He could understand why Peter would pursue her, and, in a deliciously Freudian twist, Otto couldn't help but notice the resemblance between Stacy and May, especially with their glasses on.

"Hey, Pete. You okay?" Stacy moved in for a kiss, but Otto sidestepped her. Such base physical urges were beneath him.

"The battle against Kingsley was hard fought," he said, "and I require nourishment."

"Um… okay." Her eyes traveled downward. "What's with the new outfit?"

"Ah, yes." Otto gave it a loving glance. "Quite the improvement, wouldn't you say?" Of course, he'd have to check it for any of Kingsley's bugs.

"Yeah. It looks cool."

"Yes, indeed." Otto pushed past her down the stairs. Ha! "Cool," she'd said. Otto had this vapid wench utterly deceived. Child's play for one of his intellect. He waltzed down the staircase, turning his head at the smell of cinnamon wafting from the kitchen.

"What fortune!" He strolled inside. "May prepared apple muffins! My favorite." He reached for a muffin. Surely he deserved a reward for enacting vengeance on Peter so astutely? Peter's poor girlfriend would never see the breakup coming- Wait, why was Otto's head tingling again? Strange. That'd been happening during his battle with Kingsley's thugs, as well, but Otto had yet to discover its meaning. He had a hypothesis, of course, but correlation did not equal-

Crack. A frying pan collided with the back of his skull.

"*There was literally not one thing you said that made me think you were Peter!*"

The old Otto would've been seeing stars by now, but the new one was quickly back on his feet, spinning around, and bellowing,
"*TREEEEEEEEEEEEEEEEACHERRRRRYYYYYYYYYYYYYYYYYYYYY!*"

"*I've tried to design a cooler costume SO many times, but he says his design is his absolute*

favorite in the whole world and he'll never ever-" Stacy swung again, but Otto ducked, kicked her backwards, and then webbed her to the kitchen counter. Wretched girl had made him waste perfectly good web-fluid.

The girl struggled, but to no avail. "Who are you?" she spat. "Chameleon? A Skrull?"

"Suitable guesses-" Otto removed the mask, revealing Peter's grinning face. "-but I'm afraid you just bashed in the actual head of your boyfriend." He cackled to himself. "You are much too clever for your own good, Miss Stacy. I was going to merely break your heart, but now I'll have to escalate to a more tangible target."

"*Don't you touch me-!*" Stacy found herself wailing as her boyfriend's fingers tightened around her own. *Thwip*. Otto used a dash of webbing to muffle the noise. He'd waited until May had left before making his move, but he wouldn't want to alert the neighbors.

"All that practice on your instrument, wasted." Otto shook his head. "A true shame. The world of classical music is in desperate need of new talents."

Stacy could only respond with stifled sobs as she examined the new shape of her right hand.

"If only you'd had the foresight not to cross me-" The monologue was interrupted by the tune of *The Itsy-Bitsy Spider*. Ugh, what trite humor. "Who might this be?"

The instant the phone neared his ear, Otto was bombarded by, "PARKER! WHERE ARE THOSE PICTURES OF SPIDER-MAN?"

"Fret not, old man. You'll have them soon enough."

"WHAT DID YOU JUST-?"

Otto hung up without another word, then returned his attention to the girl. "How topical that was! I'd entirely forgotten of our friend Peter's little hobby."

Otto got past his phone's lockscreen, which changed the wallpaper from a picture of Peter and his girlfriend smiling for the camera to one where they stuck out their tongues like primitives. Osberries used new thumbprint scanners for extra security, a fact which brought a grin to Otto's face. "Smile for the camera, young lady."

It took Otto a minute to take a suitable photo – He had to make sure the lighting wasn't too drab so that Peter could see every tear on his girlfriend's cheeks. Then, Otto sent a handful of the better photos to his original phone, which he had left in Peter's possession. See, that hadn't been an oversight – This had been entirely planned in advance, Otto assured you.

Otto took one last look over Miss Stacy, admiring his handiwork. That would be enough torment for now. The fun was over, and, as always, Otto had places to go and worlds to conquer.

Miss Stacy was an intelligent girl, but for her own good, it was fortunate she was not *too* intelligent. Otto hated to think what he might have been forced to do had she discovered exactly *who* had taken control of Peter's body. After all, Otto couldn't risk May learning that information. But in truth, though it pained Otto to consider it, what he had done here tonight would undoubtedly upset May regardless. It was only a matter of time until she returned home and discovered that "that awful Spider-Man," as she put it, had viciously attacked her foster child. May would be pained, for sure, but Otto was confident May's heart was strong enough to survive that particular revelation, at least.

He took a breath, clenching his mask in his hand. Otto had taken the correct course of action, as

he always did. The feeling bubbling in his chest was entirely irrational.

“Farewell, Miss Stacy. I do hope we can meet again like this sometime.”

Before leaving, Otto made sure to grab an apple muffin off the counter with his lower rear arm. Except he didn’t have a lower rear arm.

Multiple Personality Disorder

With a bit of ninja skills, Peter and Jean managed to creep through the X-Mansion and down into the secret, silver corridors below – though Ock's body didn't make it any easier on Peter. At least Jean had managed to telekinetically pick the locks on his handcuffs.

An automatic door opened, forming an X out of the negative space (in case you forgot whose headquarters this was). As they made their way through it, Jean said, "I don't think anyone noticed you."

"Good, good." Peter allowed himself to exhale. Oh god, that was a mistake – His mouth tasted like anchovies. "I am *so* not in the mood to deal with anyone finding out that I'm-"

Bamf. "Hi, Spider-Man!" Suddenly, there was a big blue hairball in a red costume hanging from the ceiling, blocking Peter's path. "Wait, iz it just me, or iz zomezing different about you? Did you get a new haircut?"

Jean shrank under Peter's glare. "I, err, might have told a few people before I left to rescue you." On the plus side, Ock's goggles really amplified the scowl.

"Did you lose veight-? *Agh!*" Nightcrawler found himself tumbling to the floor tail-first.

Peter returned his attention to Jean. "So what's the game plan?"

"Well, unfortunately, Madame Web's out cold and Xavier stayed behind another day in Washington," she said, "so I'm the only one who can put you back in your right body… unless you'd rather Emma Frost do it?"

"Yeah, I'll pass."

"So I guess the X-Men need to go capture Octavius before he does any lasting damage. Once he's here, swapping your minds should be easy."

Peter raised an eyebrow – which, by the way, Ock really needed to trim sometime. Talk about bushy. "Have you ever done it before?"

A slight tinge entered Jean's cheeks. "Not on purpose..."

"Ha! I remember zat! Scott und Logan vere stuck zat vay for a whole-" A scowl from Jean shut Nightcrawler up.

"Look, Kurt," said Peter, "I know this situation seems silly and all, but could we please cut down on the-?" Classical music emanated from his pocket. "That could be him now!"

"Alright, Spider-Man, I'm sorry." Nightcrawler turned away. "Put you have to admit, it *iz* kind of funny-"

Something between a scream and a sob erupted out of Peter's throat.

"*Tut mir leid!*" Nightcrawler gave a start. "I didn't mean to hurt your feelings-"

"No, no… It's Ock. He got to her." Limply, Peter held out the phone for the mutants to see. Onscreen was an image of a blonde girl bound by webbing to a kitchen counter. Her hand was misshapen and her cheeks were wet. "Why didn't I have Jean take me straight home? I'm so

stupid." Peter's nails dug into his forehead. "We have to get to the jet. *Now.*"

"I can do better." Nightcrawler's face was the polar opposite of the humor it'd held a second ago. "Show me a picture of your house."

"Here, put in your address." Jean handed Peter her own phone, which was already open to Google Earth.

Peter typed as fast as his fingers would move, pulling up a bird's eye view of a familiar home in Queens. Nightcrawler studied the image a minute.

Bamf. Then he was replaced by a cloud of sulfur.

Whatever she did, Gwen was not going to panic. She didn't care that her hand was in agony or that she could barely move under all this webbing. Gwen was going to be okay. She was the girl who'd piloted the escape pod out of the Master Planner's lair. This was nothing. And- And she had faith in Peter. Peter wouldn't allow any harm to come to Gwen or May. Everything would turn out fine.

Gwen spent the next few minutes focusing on slowing her breathing… until she heard a thump from the roof, and her efforts were abandoned. That was- That was probably the real Peter now.

"Hello!" A blue demon climbed through the window.

Gwen's screams bled through the web-gag.

"Hey, hey, it'z alright." The demon gestured to his tail and goat-like legs. "I know I look cute und cuddly, but I'm actually extremely scary vunce you get to know me."

Gwen might have laughed under less trying circumstances. As it was, she merely allowed her pulse to slow somewhat. She recognized the emblem on his belt.

"Let'z get you zum help." The X-Man made his way into the kitchen. He hugged Gwen tight, and then the smell of sulfur hit her nostrils.

Bamf. "Ta da!" In the blink of an eye, their surroundings had changed – Now Gwen was in a silver hallway, and the webbing on her mouth and body was gone. Gwen found herself stretching her newly-freed muscles, dazed.

"You're safe now, dear," said a redhead woman – Marvel Girl, Gwen remembered. "We won't hurt you."

"T-Thanks," Gwen managed. For a moment, she allowed herself to feel relief… but then her eyes fell on a man standing beside Marvel Girl. "*You?*"

"Gwen, I- I'm not-" Doc Ock stammered for a bit, and then he did something *really* unexpected – He fled down the hall and into another room.

"Kurt, get her to the infirmary. Ororo will know how to set the poor girl's hand." With that, Marvel Girl started after Ock.

"What's going on?" Gwen blinked. To be honest, it was taking her brain a minute to catch up with reality.

"Lookz like it'z just uz now." Kurt grinned at her. For everything else that could be said about his

appearance, his teeth were pearly white. “So on a scale of vun to ten, ’ow serious are things betveen you und Spider-Man? Um, just asking for a friend...”

Peter’s legs were still killing him from the glider crash, but spending another second in that room would’ve been unfathomably more painful. Eventually, though, he was forced to collapse to the floor, panting.

“Peter...” came a voice from behind him.

“Did you see the way she looked at me?” Peter didn’t turn around. “All I want is to give her a hug, but…” He stared at his own hands. “...not when I look like this.”

For a moment, there was silence. Then Jean said, “There’s… a faster way to get your body back.”

“Are you sure about this, Jean? You’ve never done it without the Professor’s supervision before.” Beast was fretting over Jean... and especially over the Cerebro helmet on her head. He, Jean, and Peter were now gathered in the spherical chamber where Peter had first met Xavier what felt like forever ago.

“There’s no other choice, Hank.” Jean took a breath while Beast pushed some buttons on a nearby terminal. “Octavius has done enough harm already.”

“Jean...” Peter met her eyes. “I’m sorry you have to risk your neck to fix my mistakes, but… thanks for risking your neck.”

An anxious smile crossed Jean’s face. “We’re X-Men – It’s what we do.” And with that, she placed her fingertips on her temples, and Cerebro came to life.

In an instant, the chamber was filled with specks of blue light. At first Peter thought they were stars, but when he focused on a specific one, he realized it was human-shaped. In fact, all of them were.

“There’s so many in Manhattan alone...” Jean’s face scrunched up. “*You can do this.*” As if in reply, one of the specks grew clearer and brighter than the others. “Found him!” And that speck was distinctly Spider-Man shaped. “Huh. That was easy. Now I just need to concentrate…”

Peter was tingling, and not from spider-sense. It was that feeling when your foot falls asleep, only spread across his whole body. Then, as if the Cerebro room wasn’t trippy enough, it started to spin. Was this it? Peter felt weightless, as if the constraints of Ock’s awful body had finally been shed…

“*Hank!* Have you seen my shirt?” Out of nowhere, a dripping wet Logan burst into the room, clothed in nothing but a towel around his waste. “I think wunna the kids hid it as a prank.”

“Oh! Logan!” Jean stumbled back, fixing her eyes on the intruder – specifically on his abs. “*Agh!*” She clutched her head.

With the force of a whipcrack, Peter returned to reality. “What the-?” The chamber had stopped spinning, but Peter was no less disoriented. Had it worked? No, no, he was still in the Cerebro room, but now Peter felt lighter… stronger… And had Beast smelled this pungent a second ago?

And then to add to the confusion, Peter spotted the plump body of a certain cephalopod standing across from him. Ock examined his arms with a growing scowl. “Goddammit, Jean, not this #%$* again!”

“Why? How-?” Peter was inspired to examine his own arms. They were significantly hairier than he remembered. “What’s going on-?”

Snikt. Peter didn’t have long to ponder this, mostly because of the trio of knives poking out his hand and into his face.

“*AAAAAAAAAGH-!*”

The ice pack had cut down on the pain, but Gwen hardly noticed. The world around her felt like a dream, as if she’d been whisked away to the crazy sci-fi version of Hogwarts – in which case, she supposed she was now in the crazy sci-fi hospital wing. The infirmary contained cots, medical supplies, and anything else needed for a makeshift hospital.

“Hold still, sweetie.” Ororo (A.K.A. Storm) knelt over Gwen’s bedside to apply a splint. She was a tall, dark-skinned woman, and despite being in maybe her early thirties at the oldest, every strand of Ororo’s hair was pure white. Somehow, Gwen didn’t think it was dyed. There was something ethereally beautiful about the woman, but Gwen couldn’t put her mangled finger on it.

Speaking of which, well, it went without saying, but marching at the next football game was out of the question. In fact, Gwen would be out of commission for the next month. Ock had done a real number on- *No, no*. Gwen didn’t need to let herself get angsty. All that would do was stress Peter more.

“That was Peter, wasn’t it?” Gwen said aloud. “He and Doctor Octopus swapped bodies, didn’t they?”

Ororo hesitated. “That’s what Jean told me.”

Gwen bowed her head. “Peter was already dealing with all that, and then he had to drop everything and make sure I got rescued from Ock. Guess I’m not making things any easier for him...”

“Gwen, was it?” Gently, Ororo brushed the tips of Gwen’s fingers. “Your boyfriend is a good man. Few people could have stood down the Juggernaut the way he did.” She gave a reassuring smile. “There is no doubt in my mind that he loves you with all his heart.”

“Yeah, I know...” Gwen looked away. “I just wish I didn’t keep adding to his troubles. He must be going through so much already.”

There were knives sticking through Peter’s face. *There were knives sticking through Peter’s face.* He stumbled back, shrieking and flailing like a maniac.

“*Idiot!*” But before Peter had a chance to bisect his own brain, Ock grabbed his arm and tugged it backwards. The knives exited Peter’s skull with a *squelch,* and the moment they were gone, the wound closed itself back, as if Peter’s head was made of honey or something.

“*You-? What’d I-?*” That’s when Peter caught his reflection in the metallic doorway. His stubby, hairy, naked reflection. “I’m Wolverine. Oh my god, that is disgusting.”

“Imagine how *I* feel,” Ock – no, Logan – deadpanned.

“Actually, I’m gonna agree with you on that.” Peter pointed at Logan with his other hand – *snikt* – then jolted when a set of claws erupted from it, too. “Your shiny new body there isn’t mine – It’s

Ock's. See, before *I* stole *your* body, *he* stole *my*-"

"You're Spider-Man." Somehow, being inhabited by Wolverine's mind had already caused Ock's hair to stick up at the sides.

"Uh, yeah," said Peter. "How'd you-?"

"Cuz out of all the people I hate, you're at the top o' the list." Logan could pull off Ock's death glare beautifully. "And it's a *long* list." He turned to Cerebro. "Jean, why haven't you fixed this al-? *Jean!*"

He and Peter sprinted to Jean's side, but she was already out cold and covered in sweat.

"Oh my stars and garters, I told her this was too dangerous!" With frantic button presses, Beast shut Cerebro off, causing all the blue light to wink out. "It's imperative that we get Jean to the infirmary and contact the Professor!"

"*Rrrgh!*" Logan tried to heave Jean over his shoulder, but she proved too heavy for his new pair of arms. "*This guy's* your arch nemesis, kid? You could beat him by offerin' him pie!"

"Ock, err, usually has tentacle arms." Peter heaved Jean over his own shoulder with considerably less effort.

"Does he wear armor?" asked Logan.

"No-"

"Then why don't you just punch him in the head every fight?"

Peter shrank. "Well, I don't want to seriously hurt him..."

At this, Logan snorted, then slinked off out the room and down the hall, muttering "*Don't wanna hurt him...*" under his breath.

While Beast dropped Jean off at the infirmary, Peter headed to the X-Men's equivalent of a locker room so he could change into costume and wash all that blood off his face. Pretty nifty place. It was full of mannequins, each one holding a different X-Man's costume.

"I still can't believe you wear yellow spandex." Peter could make Logan's voice surprisingly bouncy. "That's just stupid. Now, if it was red and blue spandex-"

"Your mouth really doesn't have an off switch, does it, Webs?" Logan was slouched against a doorway, arms folded, though it didn't look quite as cool in his current body. Ock's poor face had been stuck in a perpetual scowl ever since Wolverine hijacked it.

"It's part of my charm." One of those black swooshy things on the side of the Wolverine mask had gone askew, so Peter had to straighten it. "By the way, maybe this is a dumb question, but, uh…" He nodded to the blood-soaked towel at his feet. "Why am I not dead?"

"I ask myself the same thing every night..." Logan shook his head, then said, "My body heals itself. Always has."

"Sweet!" Peter grinned, which would've looked *real* weird if he'd had a mirror. "So I'm basically invincible now?"

“Oh, I’m sure you of all people will find a way to #%$* that up.”

“A trifle of security is no excuse for recklessness, young man.” Just then, Beast entered the changing room from the adjacent infirmary. “Logan’s healing factor can replace dead cells at a remarkable rate, but not if his body is deprived of oxygen.”

“So don’t hold my breath for too long, got it,” said Peter. “Y’know, as much as I was hoping Jean could get my old body back, this isn’t a *total* step backwards. I mean, at least now I actually stand a chance in a fight.”

“Don’t get too comfy, kid.” A low growl escaped Logan’s throat. “If Jean doesn’t wake up soon, you and me are gonna go see Emma Frost and ‘persuade’ her to-”

The rest of that sentence was drowned out by the piercing scream of an alarm.

“*Ow, Jesus-!*” Peter clutched his ears. Turned out Wolverine’s body had improved hearing, too. Who knew?

Beast’s head spun to a nearby computer monitor. “It’s coming from the girls’ dormitory.”

“Figures,” said Logan. “If one more horny kid tries to sneak in there-”

“No...” Beast pulled up the security footage. “I fear this is a great deal more serious.”

By the time Peter (in Logan’s body), Logan (in Ock’s body), and Beast (in Beast’s body) reached the girls’ dorm, a crowd of prepubescent mutants had already gathered. They’d swarmed around the only locked door in the hall, which was presumably where the alarm had been triggered.

“Outta the way, y’little rats.” Logan gave the kids his most fearsome scowl.

The most he elicited from them was an idle, “Who’s that fat guy?”

Then Peter stepped up to the plate. “Hey, guys, I’m really sorry, but we’re gonna have to ask you to move. Pretty please?”

“*He’s smiling! HE’S SMILING!*” The students promptly ran for the hills.

“What’s going on?” With the crowd cleared up, a new X-Man could draw near. It was Cyclops, who, like Peter and Beast, was in costume. Peter supposed the X-Men were no longer kept secret from the regular students. Would’ve been hard to keep that ruse up for long.

“Good, it’s Scott,” Logan deadpanned. “We’re saved.”

“Hey, Clopsy, glad you’re here. There’s an intruder behind this door and we could really use your help to kick his butt, pal.” Peter stepped aside so Cyclops had clear access to the door.

Cyclops stared at him. “Jean swapped Logan’s mind again.”

“We’ll get you up to speed later, Sherlock,” spat Logan. “There’re kids in danger.”

Without further ado, Beast kicked the door back, and the quartet of heroes burst into the dorm room. What they found was a shattered window, an unconscious brunette Peter recognized as Kitty, and an unconscious Nightcrawler, who, judging by the lingering smell of sulfur, must’ve recently teleported in to see what the commotion was about. Hey, these enhanced senses had their uses.

Oh yeah, one more thing, Spider-Ock was halfway out the shattered window, and in tow was another girl bound inside a web-sack. Judging from the skunk stripe, that could only be Rogue.

"*Kid!*" Logan pushed past the others. "You're gonna regret hurting her, bub-"

"Ah, yet another stroke of fortune." The moment Logan neared, SpOck trapped him in a web-sack, too. Logan had some choice words to reply with, but a web-glob to the mouth censored them. "It seems you and I had similar ideas, Peter."

"Ock! What're you doing here?" Peter charged forth. His claws exploded out his gloves of their own volition – which hurt every time, incidentally, so that made it extra fun. "I knew you were a creep, but this is a new low even for you."

"No need to take it personally, mutant. Once she's served her purpose, I'll gladly return the girl… if I'm feeling generous-" SpOck tried to escape out the window, but a laser-blast from Cyclops made him think twice.

"Must this end in violence, Dr. Octavius?" Beast took a swipe at him, but SpOck sprang to the ceiling to dodge, taking his two web-sacks with him. "We're both men of science. We should be above such things!"

"Truly," said SpOck, "the X-Men's penchant for lofty idealism precedes them."

"Why must civility be such a rare commodity these days-? Careful now!" Beast was forced to dive out of the way, lest he get caught in friendly fire from Peter's claws.

"*How dare you show your face here?*" Peter hadn't thought he was gonna like swinging his claws around, but it was surprisingly addictive. "*After what you did to me? What you did to Gwen?*"

SpOck dodged every swipe from the ceiling. "I presume Mr. Parker here has blathered all about that to you?" He gestured to the webbed-up Logan, who, of course, was still in Ock's body. Sheesh, and Peter had thought the "Green Goblin vs. Hobgoblin" ordeal had needed a flowchart. "Well, I'm afraid revealing the truth to a group of mutants is far from enough to protect his public image. Already, I've ruined Spider-Man's reputation beyond repair."

"*Literally no one thinks you're the real Spider-Man, you narcissistic creep!*" No matter how furiously Peter swiped, not a single blow landed. Dang it, Ock must have figured out how spider-sense worked already. That was *Peter's* spider-sense. The thought of Ock using it boiled his blood. "*I swear I'm gonna kill you!*"

"Err, Peter, dare I point out that's *your own head* you're threatening to decapitate?" Beast tried to restrain him, but Peter couldn't be held back.

"Get out of the way!" yelled Cyclops. "It's hard enough trying to blast this guy without hitting the hostages!"

Logan presumably made a snark about Cyclops's effectiveness in battle, but it was muffled by his web-gag.

"*You hurt Gwen! You hurt-*"

This time, when SpOck ducked Peter's claws, he also dived out the window with the hostages in his hands. Cyclops jumped out after him onto the mansion's rooftop, and Peter started to follow, but then Beast grabbed his arm.

"*Let go of-!*" It was only when Peter's claws were two inches away from slicing Beast's face off

that he managed to stop himself. “What am I *doing?*”

“Peter, listen to me, an excess of adrenaline can send Logan’s body into a ‘berserker rage.’” Beast squeezed his arm. “Your animosity towards Octavius is understandable, but you *cannot* allow it to consume you.”

“But I- He-” Peter forced himself to breathe. His heart was zooming through the cosmos at lightspeed. “Okay. You’re right, Hank. Thanks for screwing my head on straight.”

“Much obliged, Peter.”

Without further ado, they followed Cyclops out the window.

Otto’s plan was not flawed. His plans could not *have* flaws. Everything was proceeding exactly as he, the Master Planner, had intended.

Otto dropped off the roof, sprinting across the mansion grounds. He might have made it in time if he hadn’t been hauling his obsolete old body and the insufferable, wriggling teenage girl. Just as he neared the gates, Otto’s path was blocked by another X-Men – a muscular, metal-skinned one. How many of these wretched mutants were there?

Otto stepped back. He hadn’t made a mistake. There was a clear and elegant solution to this dilemma. It simply had yet to present itself.

“Drop the hostages, Ock!” During Otto’s hesitation, the three mutants from before caught up to him from behind – the clawed one, the blue one, and the cyclopean one.

Perhaps if Otto bounded into the air…? But the moment his head went skyward, he caught sight of something.

Crr-crack. A simple and elegant solution.

A bolt of lightning dropped from the sky beside Otto. “Let’s get you outta here, Doc!” With a wave of his arm, Electro summoned a wall of electricity that prevented the X-Men from coming near.

For a moment, Otto considered thanking Electro for his efforts… but such a flagrant display of defiance couldn’t go undisciplined. “Why have you left your post at the warehouse?”

“I- Uh-” Electro was, predictably, at a loss for words. “I ran into some difficulty-”

“’Difficulty?’ Are you referring to your inability to follow basic instructions or your fixation with tailing my every move *like an enamored child?*”

Electro drew back. The message had been received loud and clear. “Yes, Doc… I’m sorry, Doc...” He flew off without another word.

Otto huffed, then jumped the fence and swung away before the electricity-wall had a chance to fade. The moment he was in range of a building, he stuck his two web-cocoons together and spun a web-line. Heh. One-handed swinging would have no doubt been a challenge for the previous man to wield the mantle.

In his peripheral vision, Otto caught a flash of yellow, but it was gone in a millisecond. Perhaps he’d been too harsh on Electro, but, well, being nice was seldom the optimal course of action. Peter Parker had taught him that.

By the time the stupid electric barrier vanished, SpOck was long gone. Peter screamed and slashed the ground. Man, Beast was right, he *was* on the brink of a berserker rage. Stupid Wolverine body...

"We can still catch them." Scott stepped forward. "We'll have to mobilize the rest of the X-Men. Ororo will make short work of the electric one, that's for sure."

Beast looked to Peter. "It would be immensely helpful if we had any idea where Octavius might be going."

Peter shut his eyes, thinking back. Hadn't Ock said something about a new base of operations? "I think I know the place."

By the time Otto had returned to the warehouse, it had been swarming with police officers. But to be perfectly frank, Otto hadn't minded – He'd needed the exercise.

Otto stepped over one such fallen officer on his way to the machine. Kingsley and the Hobgoblins had already been taken into custody, but, due to her frailty, Madame Web had been saved for last. Otto had interrupted just as the rescue workers were loading her onto a stretcher, meaning she was now lying unconscious on the ground beside it. No sense letting Web get whisked away when she could be of such use to Otto.

"If only I had an audience capable of grasping the nuances of my plan." Otto set the cocoon housing his old body aside as he dragged the mutant girl into place. "But I suppose you'll have to humor me. You see, I've been quite pleased with my new body, but it does have one shortcoming." The girl tried to struggle, but Otto had already closed the machine's metal cuffs around her hands and feet, locking her in place at the center of the massive "spider web" of tubes and wires.

"I have long suffered from a form of neurological discomfort commonly known as 'phantom limb syndrome.' One would think the condition would be found solely in amputees, but then, in a way, I suppose I *am* an amputee." Otto chuckled to himself. "I had hoped the problem would be Peter's to deal with now, but it seems to have followed me. The nature of telepathy is curious, is it not?"

From her eyes, it was obvious this sallow girl hadn't the faintest idea what Otto was saying. Oh, well.

"The most infuriating part is that there *was* a simple way for me to cure this discomfort… except that the all-important neurological chip is no longer infused to the back of my neck." Otto touched the aforementioned location, as if to confirm it was gone. "Building new arms is child's play, but a new neuro-chip? An impracticality of the highest caliber."

Otto's eyes returned to the girl. "But then I remembered that Kingsley had a perfectly good machine lying about that can control and channel the powers of mutants. One search of S.H.I.E.L.D.'s registered mutant database later, and guess whose name caught my eye?"

The girl's reply was no doubt venomous, but it was muted by the webbing on her mouth.

"You must be aware, my dear, that your X-Gene has granted you the ability to steal not only the powers of other *Homo superior*, but also the characteristics of *Homo sapiens*." Otto's eyes narrowed. "Including neurological patterns."

With a press of a button, the machine roared to life. Otto merely had to form a three-way-

connection – His old body touched hands with the girl, the girl's power was sapped by the machine, and then that power was transferred into Otto's new body. Even through her gag, the girl managed to scream.

But Otto did quite the opposite. "I do believe my little experiment has been a success." He laughed louder than he'd done in a long time. He couldn't help it – He was excited. "I can feel them. I can *feel* them!"

And if Tinkerer had parked the truck where Otto had ordered him to, then Otto's commission would be just outside. He could feel the metal crack against the limbs as they escaped their confinement, and then, with a smile, he ordered them to crawl into the building.

"They're even more beautiful than I'd imagined!" Otto's laughter only grew as the arms clawed their way into sight. They bounded towards him like a dog welcoming its owner after a long absence. "Tinkerer has outdone himself this time." The darker, dirtier metal of the original set had been traded for something brighter, like silver. It was an absolute pleasure to behold.

Now all that was left was to allow the harness to enclose itself around Otto's back. As expected, the spandex was thin enough to not be obtrusive. Perfect. This was too perfect.

"Finally… *I am complete!*" Otto lifted himself off the ground so that his new arms supported the entirety of his weight. He'd missed that.

"Now then..." He turned to his old body, which had been attached to one of the machine's tubes. "I will admit, Peter, that I've grown tired of tormenting you. Quite a shock, I know. But surely you've had adequate torture at this point? Even one as deluded as yourself couldn't deny which of us has won the day. And so, truth be told, Peter…" Suddenly, his voice grew significantly less jovial. "I can't think of a single reason to keep you alive."

Otto reached for Peter's neck with his lower rear arm.

Developmental Psychology

Chapter Notes

See the end of the chapter for notes

"This park is where he first said he loved me."

May protected herself from the freezing wind with both her wrinkled jacket and Anna Watson's wrinkled arm. Currently, the only light sources in Manhattan were artificial, but at this point, it wouldn't be long until the sun returned.

"I'm sorry for dragging you out here at this hour, Anna." May leaned back against the hard, bumpy park bench. It was difficult enough to feel comfortable on her favorite armchair anymore, let alone this thing. "I suppose I'm just a silly, sentimental old lady."

Anna's warm squeezed tighter against May's chest. "You loved him, May. That's never something to regret."

"I know, I know, but..." May gently freed herself. "I put my needs before Peter's and Gwen's. I wanted to be a wife when I should've been a parent." She bowed her head. "I've been so caught up in myself, I don't even know who Peter is anymore. He changed so fast..."

"Peter?" Anna gave a quizzical look. "He's always been such a quiet boy. How has he changed?"

May tried to answer that question, but for the life of her, she couldn't.

But as it turned out, she didn't have to… because a moment later, a figure was approaching their bench.

"I-" May gave a start. "I shouldn't have made you come out here this late. We should go-"

But the figure moved far faster than they ever could. Something about its head seemed insect-like, as if it was a monster from one of those terrible movies Peter watched. But then the figure's helmet rolled backwards, and the whole park was illuminated by an orb of crackling electricity.

"Oh my-!" May clutched her chest. Lord help her, she'd never seen anything like it. Or maybe she had… during a news report on supervillains.

"Found you," the figure growled. "Had a feeling you'd be at his favorite park."

"C-Can we help you?" Anna stammered.

"*You* can't." The monster's shell peeled back to reveal that its hand burned with electricity, too. "But *she* can." And it pointed directly at May.

If there was one thing to say about the X-Men, they had an impeccable sense of dramatic timing. The group of Peter, Cyclops, Beast, Iceman, Firestar, Storm, and Colossus had dived out of the Blackbird the moment it neared the ground. Then, the combined force of Cyclops, Storm, and Firestar had blasted a fresh hole in the warehouse wall. The X-Men had been greeted by the sight of SpOck, who was mere moments away from ripping Logan's head off.

"You again?" Spock dropped Logan and spun his head to the ruins where the far wall had stood a second ago.

Peter took in his new surroundings. The webbed-up Logan and Rogue were now strapped to that freaky machine, SpOck was looming over them, and beside him, Madame Web and several police officers were strewn about the floor.

Was Peter forgetting anything? Oh yeah, and SpOck had strapped a brand new pair of silver tentacles to his stolen body.

"At this point, I'd be more surprised if you *hadn't* lied about the tentacles." Peter popped his claws.

"Oh, I didn't lie," the Amazing Octo-Spidey replied. "Building a new set of arms *would* have been immensely impractical… which is why I had the foresight to commission Tinkerer *months* ago – as well as the foresight to have Electro provide a power source. These arms won't run out of juice for *weeks*."

"Cool. Did you also foresee that we'd outnumber you and kick your butt?" Peter swung a claw at a tentacle. *Clang*. But instead of lobbing it off, the claw bounced off the side, leaving merely a scrape.

"Yes, actually." SpOck chuckled to himself. "After the Sinister Six's humiliation at the hands of the Avengers, I decided to indulge my new arms in a lining of adamantium. Constructing them *entirely* of adamantium would have been prohibitively expensive, of course, but a thin coating was within my price range."

"Everyone, aim for his body!" Cyclops wasted no time blasting Spock, but a tentacle darted out to both block the shot and swat Cyclops away like a horse tail swatting a fly. Poor guy never got to do much of anything.

"But, uh, don't hit the body *too* hard," added Peter. "I'd kinda like it back when we're done..."

Iceman and Firestar blasted out their respective elemental attacks, either one of which would've been enough to end the fight then and there. Only problem was, even without the tentacles, Peter's body was incredibly agile, meaning SpOck wasn't easy to hit. He dodged both attacks in one fell swoop, which resulted in Liz and Bobby inadvertently blasting each other.

"Rrrgh!" But while those two kept SpOck busy, Beast managed to creep up the wall behind him and pounce. Unfortunately, SpOck had most definitely figured out the spider-sense by now. *Thwip*. A web latched onto Beast's torso and spun him right into an airborne Storm, who electrocuted his every last blue follicle.

Storm's eyes fell on SpOck. "You made me hurt my friend." They glowed pure white.

"What can I say?" SpOck shrugged as his tentacles elevated him to Storm's height. "He was an excellent conductor of electricity."

"Know who else is a good conductor?" *Crack.*

The next instant, SpOck was crashing through the warehouse roof, and Storm was flying out after him, shooting lightning out her hands like Palpatine on steroids.

Back on the ground level, Peter turned to Colossus. "We've gotta get up there! Can Wolverine, like, use his claws to climb? Man, I miss wall-crawling..."

"I have better idea." Oh yeah, Colossus was a *Russian* giant shiny metal dude. Peter had totally forgot. "Have you ever heard of 'Fastball Special?'"

"Nope," said Peter. "Why, what's the-?"

"*Waaaaaaah-!*" Peter shot out the hole like a bullet, landing on the warehouse roof right in time to watch Storm pin Spock down with a gust of wind.

"*Elements, I command you!*" The higher Storm rose in the air, the darker the clouds grew. "*Rain down upon our foe and end this petty conflict!*" In the blink of an eye, the quiet New York night had become a torrential thunderstorm, and it was focusing its efforts squarely on SpOck's shoulders.

"Looks like your foresight only went so far, Ock." Peter pulled himself to his – or, err, Logan's – feet. "Adamantium may be tough to destroy, but it's *real* easy to run a current through, and, as I'm sure a big shot scientist like yourself knows, lightning always takes the path of least resistance."

As if to demonstrate, a bolt of lightning ran straight from SpOck's tentacles to his toes. He cried out, stumbling to his knees.

"Oh, right, I should, uh, probably take my own advice." Peter hurriedly retracted his claws back into his hands (eww).

"It is over, Octavius." Storm landed beside him on the roof. "This can still end peacefully. Remove those arms, and then we can-"

But Storm didn't get to finish that sentence… because she was totally upstaged by a lightning bolt about ten times bigger than her own. It'd struck off in the distance, smack in the middle of a distressingly populated area.

"Did that come from Times Square?" Peter did some quick geography in his head. Yeah, he was pretty sure it had.

"What is that idiot up to now?" SpOck seized the distraction to fire a web and swing away – which, for the record, looked real weird with the added tentacles. *Sigh…* At least his octopedal motif still made sense.

"You cannot escape us, Octavius!" Storm flew off after him, and she was even considerate enough to summon a little tornado to carry Peter. Aww.

("Don't worry about me!" called Colossus from the warehouse. "I get X-Men medical attention! They..." He looked around at his fallen comrades. "...will need lots.")

What ensued was an aerial chase through the Manhattan skyline, but it didn't last long. As SpOck, Storm, and Peter neared Times Square, they all came to the same realization – They had a much bigger problem to worry about.

"This cannot be good..." Storm didn't even watch as she set Peter down on a rooftop. She was too busy gaping at the sight before them.

It was Electro. Only, Electro usually didn't burn *this* bright. His containment suit was starting to crack, making him all the more radiant. In fact, he was emitting enough power to suspend himself in midair for the whole city to see. Heck, astronauts could probably see him.

"Rrr..." Peter rubbed his face. "It's a good thing Wolverine doesn't have super-senses or this'd *really* burn my eyes." But perhaps worse than Peter's burning eyes was the overpowering smell of ozone. Yuck.

"*Let us put our powers to the test!*" Y'know, Peter didn't like to judge his fellow heroes' prerequisite trash talk, but he was starting to find Storm's speeches just the tiniest bit hokey. In Storm's defense, though, she had more than enough power to back up her words. Storm came at Electro with everything she had, sending down enough thunder and hail to make Peter wonder if Thor himself had decided to intervene.

But for all her showmanship, the only thing Storm accomplished was to make Electro stronger. He sucked down her juice like a glowing, yellow Kirby, and every watt of electricity made his own lightshow bigger.

"Get the picture yet?" Electro's containment suit finally gave out, shattering into a million pieces. Underneath was a body crackling with just as much electricity as his head and hands – though if God had allowed one small mercy, it was that Electro's body shined too brightly to make out any of its more… *intricate* details.

With an offhand wave of his arm, Electro sent Storm crashing into a building. Down below, citizens fled the falling rubble, screaming. Even at this time of morning, Times Square was crowded.

"*Storm!*" Peter tried to start after her, but she was three rooftops away, and the dude with the metal skeleton wasn't exactly light on his feet.

"What on earth are you doing, you buffoon?" Spock yelled at Electro from his perch on one of those giant TV screens. "Do you *want* to draw the wrath of the Avengers?"

"Maybe I do!" Electro spun in midair to face him. "I'd love a rematch with Thor. I'll do to him what I did to that mutant lady, and then I'll be a *god.*" Electro cackled. Cripes, he sounded even less sane than usual. "You knew my powers were growing stronger, Doc, but you didn't realize *how much* stronger. See, I've got it figured out – I'm like the Hulk, and *you* have made me *really, really* angry."

SpOck was forced to dart away before the monitor exploded into shards. "And what, pray tell, did I do to earn your ire?"

"*Are you KIDDING?*" Electro's voice reverberated around the square. "Ever since my life became this- this *nightmare*-" He created a spark in his palm to illustrate. "-only one person has been there for me, has cared about me, and it wasn't Connors or Kafka or even my own *family.*"

But then Electro's voice grew softer. "I did everything you ever asked, Doc. I *worshiped* you… but it wasn't enough. It was never enough. After everything I gave you..."

There were these weird little sparks trickling out of Electro's eyes. It took Peter a second to realize what they were.

"...you chose *her.*"

Behind Electro, a wall of static suddenly vanished, like a curtain pulling back, to reveal a trembling, white-haired woman huddled on a rooftop.

"*May!*" Peter and SpOck cried out in synch.

"H-Help me!" May was on her knees, hands over her eyes. "God, someone, please-!"

"Electro, I-" For the first time that night, SpOck failed to sound smug. "I had no idea you felt- That is, I..." His head sank. "Please, Electro, my relationship with May has irreconcilably ended. There's no need to involve her."

"Oh, it's *way* too late for *that*, Doc." Electro laughed again. "I don't even want you anymore. All I want is to make you watch as the woman you love gets burnt to a crisp before your eyes. And when that's done, I'm blowing myself sky high, *and I'm taking this whole island with me.*"

"I AM *SO* REVOKING YOUR DISCOUNT CARD!" yelled Peter.

He had to do something fast. If Peter didn't act soon, May would be- *No*. He could save her. All Peter had to do was get a good running start… He leaped off the building, and for a moment, Peter sailed through the air. Web-shooters or not, he could make this.

The other rooftop was inches away. Peter was gonna stick the landing. He was gonna-

"*I've got you, May!*" Turned out SpOck had the same idea. A stray tentacle smacked Peter, and the abrupt loss of momentum caused both of them to go tumbling down to a lower roof.

"*Seriously, Ock-?*"

"*You imbecile!*"

They should've gotten back on their feet, should've tried again, but instead the two found themselves in an impromptu wrestling match.

"Are *all* the X-Men this brain-dead?"

"I'm not an X-Man!" Peter batted away a tentacle with his claw. "It's me, your old pal Spidey! I tried to take my body back from you, but instead I ended up in Wolverine's. That's *my* aunt about to die up there, and if you don't get out of my way-"

"Out of *your* way? I should have known you would find another means by which to hinder me, you incessant pest!" But Otto wasn't giving up without a fight. "What do you care about May? You're the one who puts her in danger on a daily basis with your 'heroics.'"

"At least I'm not an egomaniac who tries to take over the world like a Saturday morning cartoon villain!" Peter raised a clawed fist.

But then their battle came to a halt. A shriek had reached both their ears, and their heads shot skyward to discover May on the upper rooftop. She was writhing on the ground, screaming, as a current ran through her.

"*No-!*"

"*It can't be-!*"

And then… then May went still. For a moment, all was silent. Then Electro sent out another wave of electricity, and May bolted upright, panting.

"See that, Doc?" Electro grinned, though his face was little more than a smear of light by now. "I just restarted her heart, which means now I can kill her again." He cackled. "And again and again and-"

"*Let go of me, Ock.*" Peter tried to fight his way free, but Ock's tentacles had him pinned. "*You've done enough! Just let me save my aunt, you selfish-*"

"*Let me save the woman I love, you selfish monster!*"

Peter stopped. This… This reminded him of something. He shut his eyes. Behind them flashed

images of Madame Web and Beast.

"We have to stop this, Ock… *Otto*." Peter took a breath, then slowly released his grip from Otto's neck. "If we keep this up, May will *die*." He extended his newly-freed hand. "We have to save her together."

Otto stared at it. He took a breath of his own, then said, "*Never.* You hear me, arachnid? *Never!* You ruined my life!" He raised a tentacle to Peter's face. "You fused the harness to my spine! You- You turned May against me-"

"*Will you care about any of that when she's dead?*" The words made Otto hesitate. "This is our last chance to put things right, Otto." There had to be a way to make him see reason. Peter searched his memories for anything, any hint of what Otto might care about. Wait. It was a long shot, but…

Peter shut his eyes again, then recited, "Endurance of friendship does not depend upon ourselves, but upon circumstance. But circumstance is not undetermined. Unreal friendship may turn to real, but real friendship, once ended, cannot be mended." They reopened. "That's from *Murder in the Cathedral* by T. S. Eliot."

There was silence. Then a faint laugh. "You can… quote it… off the top of your head?"

"Actually, uh..." Peter blushed, which only added to the wackiness seeing as he was still in Logan's body. "When you sent me to pick up those parts for the jammer, on the subway, I memorized a buncha Eliot quotes from my phone. Thought it'd impress you."

A hint of a smile crossed Otto's face. "You're quite the scholar." There was more silence, followed by, "Can you distract Electro while I get May to safety?"

"Yeah." Peter smiled back. "I'm kind of an expert at getting on his nerves."

A second later, Otto's tentacles were scaling the building towards May.

"Nice try, Doc, but you're not getting near her!" Electro had just restarted May's heart for the umpteenth time when he turned his attention to Otto. But before he could zap him away, a sound hit Electro's ears. Specifically, a whistle.

"Hey, Lightning-Butt, got a message for ya!" See, that building Peter had landed on happened to contain a billboard. On this billboard was a picture of Roderick Kingsley sniffing a bottle of fragrance next to the words "MAXIMUM COLOGNEAGE" in big neon letters. And perched atop this billboard was Peter, who had proudly sliced off all the letters except the first three.

"MY NAME IS *ELECTRO*!"

Peter's cheekiness earned him a bolt of lightning to the face, but fortunately his healing factor grew it back pretty quick.

"Even the X-Men know how to taunt me, now?" Electro returned his attention to May… only to discover she was gone.

"I've got you, May. I've got you." She was now in the arms of Otto, who was swinging away as fast as they could go.

"Spider-Man…?" May gazed at her rescuer in disbelief. Before she passed out, she managed to murmur, "I've been so wrong about you..."

Otto looked away. “I’m not who you think I am.” Then he landed next to Peter. “Wherever I take May, Electro will follow. I can’t keep up the chase for long.”

“There must be some way to beat him...” Peter gave this a good think.

In synch, he and Otto blurted out, “The warehouse!”

“Rogue is still strapped into the machine!” said Peter.

“And we can use that to our advantage!” said Otto. “Time is of the essence.” He grabbed Peter with a tentacle and then swung the three of them back towards the warehouse.

“*There’s nowhere on earth you can hide from me, Octavius!*” As expected, Electro sailed after them.

Right as Electro was closing in, Otto released his web at the arc of the swing, propelling him, May, and Peter back through the hole in the warehouse roof.

Otto landed on his feet, then allowed Peter to take May from his arms. “Keep her safe.”

Peter nodded. “And you get that machine fired up.”

Colossus was just starting to free Rogue when Otto ran up. “No, keep her in there!”

“What?” Colossus looked befuddled. “But you are bad guy-”

“You can trust him!” yelled Peter. “There’s no time!”

In fact, Electro was now descending into the warehouse. His mere presence caused all the overhead lights to burst.

“I’m gettin’ sick of this charade. Don’t you get that I’m invincible?” Electro threw out his burning hands. “Give me one good reason I shouldn’t blow us all to kingdom come right this second!”

Otto’s finger hesitated over the computer terminal. “Because… your affection for me was misplaced from the start. The truth is, I took advantage of you. You learned to embrace your Electro persona due to my guidance.” His voice trembled. “But I didn’t give you that guidance because I cared about you – I did it because I wanted to use you as a weapon.”

“What?” The sparks were trickling from Electro’s eyes again. “That’s all I ever was to you?”

Otto sighed. “It was. But… I intend to set things right, Maxwell. I’m sorry.” He pressed down on the terminal.

The machine roared to life, and Rogue’s body began to glow.

“*What are you doing to me? Aaaaaaaagh-!*” Electro fell to the ground, and all grew white…

...and when the world faded back into existence, Electro was on the ground, unconscious. But he wasn’t Electro anymore. Now he was just a quivering, naked man covered from head to toe in electrical burns. Even after everything Max had done, Peter couldn’t help but feel sorry for him. Heck, the dude’s hair had burned off. He was virtually unrecognizable from before the eel tank.

But Peter couldn’t focus on that now. “We did it!” He turned to Otto, grinning. “That was awesome! You- You lured him right into range-”

“And your method of taunting him was a stroke of genius!” Otto grinned back.

“We make such a great team! Except...” In synch, their energy faded. “Except you hurt Gwen.”

“And you turned May against me.” Otto’s head drooped. “How could we ever forgive each other?”

“I guess...” Peter sighed. “We have to go back to fighting. You need to go to jail.”

“And you cannot be allowed to foil my plans again.”

They stared at each other for a minute. No fighting happened.

But what did happen was that a voice rang out: “*Nuh!*”

“What?” The both of them spun their heads to find someone crawling towards them.

“*Yuh dunt haff tuh figh...*” It was Madame Web, and bless her, she was dragging herself by her arms. Her voice sounded strained, like it hadn’t been used in years – which made sense, seeing as she was blind and deaf. “*Yuh… nee tuh… unnastann eechutta.*” Web brought a shaky hand to her temple.

The next thing Peter knew, he was sitting at a picnic table, studying a pair of phonebook-sized textbooks, and across from him was a girl.

“I’m telling you,” he said, “yours is harder than advanced physics.” He was laughing. He hadn’t felt this good since he was a child.

And then the world changed again, and now Peter was standing before a gravestone.

He bowed his head. “I’m responsible.”

And then a red-haired man in a suit was looming over him with barely-concealed disdain.

“My condolences for your loss, of course… but I do hope this tragedy doesn’t reflect poorly on your job performance.”

“Of course not, Mr. Osborn!” Peter yelped.

“Good.” The man turned away. “You have much to do, Doctor Octopus.”

“Please don’t call me-”

The world changed again. Now Peter was in a laboratory, and he was quaking.

“But- But what about the Spider-Man?” As he spoke, a harness wrapped itself around Peter’s torso. “He’s battled Sandman *and* the Rhino! He could trace them back to Oscorp. To *me*-”

“Enough!” the red-haired man spat. “You whine more than my son.”

Peter inserted the neuro-chip, and his arms wriggled to life.

The red-haired man stepped towards him. “I can’t have *weak men* in my organization, Otto.”

Again, the world changed, and now Peter was pounding on a door as the room around him flashed a sickly green. “Please, you have to stop! *I’m inside!*”

A computerized voice said, “*Experiment will commence in five seconds.*”

And again. Now Peter was pinning the red-haired man to the wall with a tentacle. His mind was racing, and the back of his neck burned.

Thwip. "Whoa, *whoa* there, slinky!" A strand of webbing latched onto one of the arms.

"*You!*" The Spider-Man had come for him… as he knew he would.

And again. Now Peter was at Ravencroft's one-on-one therapy session, and Dr. Kafka was showing him an image of a familiar face.

"I remember. She was attending *The Merry Wives of Windstor* when my Sinister Six first battled Spider-Man. Lovely woman."

"Are you aware you gave her a heart attack?" asked Kafka.

And again. Now the woman in the picture was gazing at him with her deep blue eyes as he anxiously stirred his tea.

"When I look at you," the woman said, "I don't see a bad man."

And then Peter was hurled back into reality.

The next thing Otto knew, he was standing amongst children at a college science lab. "*Agh!*" Something had bitten his hand.

The world around him changed. Now Otto was hanging off the side of a building. He had just crushed a steel pipe with his fingers! Think of all he could do with this… this…

"-power, there must also come great responsibility." The world changed again, and now he was in a car with a white-haired, lantern-jawed man.

And again. Now Otto was standing before a gravestone.

He bowed his head. "I'm responsible."

Again. Otto was in costume on the side of a wall, watching a far-off building explode. "That's Oscorp! Harry's dad could be in trouble!"

Again. Now Otto was firing a web onto a tentacle. "Whoa, *whoa* there, slinky! Mr. Osborn here helped save your life."

Doctor Octopus turned to face him. "*You!*" A tentacle smacked Otto's head, knocking him off the ceiling. Otto tried to cast a web-line, but another tentacle rammed into his torso, pinning him against the wall.

"For the record," said Otto, "I helped save your life, too."

And again. Now Otto was seated at May's kitchen table. "I'm responsible."

A bowl of muffin mix splattered on the countertop.

"For what?"

Otto's voice shook. "Uncle Ben."

And then Otto was hurled back into reality. Except… Except he couldn't feel his extra arms. He

tried to wiggle them, but there was nothing to wiggle. It was only a second after this realization that Otto noticed he'd been bound and gagged by webbing. And his body felt… heavier… the way his old one had.

Otto might have tried to struggle, but he didn't. Instead, he merely sat in a prison of his own making, allowing his eyes to grow damp. A fitting punishment, he supposed.

Peter had his body back! Whoohoo! He pumped his arms… which also happened to cause two tentacles to smash into the far wall. Oh, right. Those.

"Bub, you wanna explain why my mouth tastes like *$#%in' candy?"

Spider-Man turned to find a certain short, hairy, yellow-spandex-clad hero glowering at him. "Well, I had to do *something* about your breath."

Even with the mask's white lenses covering Wolverine's eyes, Spidey could tell he was rolling them.

But before he could retort, a cry rang out from the machine. "*Rogue!*" Wolverine dashed to her side.

Every inch of Rogue's body was covered in electricity, turning her into a female Electro. She screamed and flailed in her restraints, but then Wolverine yanked off a glove and grabbed her bare hand with his. A groan of pain escaped his gritted teeth, and a second later, the electricity vanished alongside the burns on Rogue's skin. Her ratty t-shirt and short-shorts hadn't fared so well, but they weren't rendered *too* immodest.

Wolverine sliced off enough webbing for Rogue's mouth to open. "You okay, kid?"

"Y-Yeah," Rogue said breathlessly. "Just gettin' sick uh evil creeps usin' me to power their weird machines, that's all."

"Actually, before we get you outta there, there's one last thing to do." Spider-Man ordered the harness to pop off his torso. He punched something into the machine's keypad, then removed a glove and touched it to Rogue's skin for a second. Whoa, that was a jolt. "There, I set the machine to absorb back that neurological pattern it gave me." Of course, Otto had never actually explained about that to him, but Peter was a smart cookie.

"These tentacles are too dangerous for anyone to use. They maybe could've helped with crime fighting, but I already tried extra arms once. Not a fan." Behind Spidey, the tentacles fell to the ground, lifeless. "Oh, but, uh, Rogue? You might be able to stick to walls for a few minutes. Temporary side effect."

Rogue gave him a look. "Why do I got a sudden fetish fer Cap'n 'Merica?"

"*Ha ha ha no idea guess you're just a pervert.*" With that, Spider-Man waltzed over to retrieve the old red-and-blues, which were still lying on the floor. Bit tattered, but you couldn't beat the original. By which Spidey meant, he was going to burn the red-and-black costume. Never trust anything with Kingsley's initials engraved on it.

"*Now* can ya'll get me outta here?" asked Rogue.

"Hold on a sec." Spider-Man retrieved the limp form of Aunt May, who Wolverine had tossed on the ground. "If we channel Logan's healing factor through you, we could heal my aunt."

No one argued with that. Spidey brought May into range of the machine, Logan held Rogue's hand again, and as the machine started to hum, all the scrapes and burns faded from May's body like old paint. Her face, once tense, had grown calm.

"Thanks, guys." Spidey held May close. "I can't tell you how much that means to me." But then his eyes fell on the limp form of Max, lying face-down on the ground. "Guess it's only fair we heal him, too…"

They repeated the process with Max, though everyone made sure to avoid looking in his general, unclothed direction (Spidey could swear he caught Rogue sneaking a peak, though). With his burns gone, Max was looking a bit more like his old self.

"It's the least we can do for the poor guy." Spider-Man gently placed Max back on the floor.

"Yeah, heartwarmin'," said Rogue. "*Now* can ya'll get me out-?"

Bamf. "Vait!" Suddenly, Nightcrawler was standing before the machine with Gwen at his side. "Jean voke up und flew over here und read everyvun's minds to get up to speed, und she said ve can use ze machine to heal Gwen's hand, too, so zat Gwen can be in ze marching band for her school's next football game." He grinned, showing off a pair of little fangs.

"Uh, what he said," said a disarmed Gwen.

"Gwen!" She recoiled at his approach, but Peter slipped his old mask over the new one to reassure her. "I got my body back. Everything's gonna be okay."

They removed the splint, then watched as Gwen's hand popped back into place of its own accord.

"Well, that felt freakish," said Gwen, "but thank you. We owe the X-Men a lot." Now that her hand was fixed, she could go all-out with hugging Peter..

"Uh huh," said Rogue. "*Now* can I-?"

"Wait, what about Madame Web?"

"*Oh, fer the love uh Pete!*"

From where she'd come to rest on the floor, Madame Web voice rang through Peter's (and judging from their faces, everyone else's) head: *I'll pass. My disabilities are a direct result of my X-Gene. Healing them would remove my telepathy.*

"Alright, then," said Spidey. "I guess *now* we can get Rogue out of there." He didn't think anyone else had been seriously hurt, and all this healing seemed to be taking a toll on Rogue, if the beads of sweat on her forehead were anything to go by.

Wolverine wasted no time popping open the restrains on Rogue's hands and feet.

"That machine can be used to help a lot of people." Cyclops came up to it. Apparently, he'd recovered from that bop on the noggin Otto had given him. "But… it can also be used to abuse mutants. Looks pretty cumbersome, too. I don't know if we could get it back to our base to study before S.H.I.E.L.D. swoops in to take it." He brought a hand to his visor. "Anyone object to me blowing it up?"

Everyone stood clear, and without further ado, Cyclops blasted the machine to pieces.

"Something else needs to be done before S.H.I.E.L.D. shows up." Just then, Marvel Girl

descended into the warehouse, accompanied by Storm. “I can already sense them getting near.” Jean turned to Spidey. “If you want me to wipe anyone’s mind of your secret identity, I need to do it now.”

“Well...” Spider-Man looked over the unconscious Max… and then over the webbed-up Otto. Otto met his eyes. “Mind-wipe Max, but… leave Otto alone. He could be a better man after today, but if he just forgets everything, he’ll go back to square one.” Otto bowed his head at the words. “I guess Otto could rat me out to all the other bad guys in Ravencroft, but...” Spidey nodded to Aunt May, who was still resting in his arms. “...somehow, I don’t think he will.”

After that, everything was hunky-dory. Otto and Max were taken into custody alongside Kingsley, Madame Web and those six brainwashed Hobgoblins were given help by the NYPD, and the X-Men were even generous enough to drop Peter, Gwen, and May off in Queens before flying back to their mansion.

Then it was only a matter of tucking May into bed. She hadn’t woken up yet, but Jean had assured them May was fine – healthier than ever, in fact. Transferring Logan’s healing factor into her for even such a brief stint of time had left May’s heart in tip-top shape. She’d feel *fantastic* in the morning.

By the time all was said and done, the sun was rising.

“Did Otto *have* to work my body to the brink of exhaustion?” Peter flopped down on the living room sofa.

“I’m just glad to have you back.” And Gwen flopped down on top of him.

“Well, I’m glad your hand’s okay.” Peter stroked it with his own, as if double-checking that it’d healed properly. “But I’m sick of putting you in danger. You were right not to trust Otto, but I… I guess I was too naive.”

Gwen’s fingers intertwined with his. “You gave him a real shot at redemption, Peter, and he threw it in your face. If nothing else, you proved who the better man is.”

“Yeah… I hope he gets the help he needs this time. He’d made a lot of progress, but I guess Otto’s self-doubts ate him alive.” Peter shook his head. “I had no idea May would break up with him like that.”

He tried to say something else, but it morphed into a yawn. “I don’t care what anyone says...” He smacked his lips. “You and me are playing hooky today.”

Gwen yawned, too. It was contagious. “You know I won’t argue with that, but won’t it be kinda weird to explain it to your aunt? The webs dissolved from the kitchen and my hand is fixed, so I don’t see any reason to burden her with what Otto did to me, and it’s not like you can tell her why you were out so late.”

“Yeah… Guess I can’t…” Peter faltered. “But, I mean, Aunt May went through a lot, herself. I’m sure all three of us are gonna sleep till noon.”

“Guess you’re right. Well, we’d better get to bed.”

“Yep. You’ll have to hop up first.” Man, though, her head felt *heavenly* nestled in his shoulder. “Actually, uh, we can give it another second.”

For a moment, they rested against each other in silence. But then Gwen said with half-lidded eyes,

“Hey, Peter, I’m not a… a burden, am I?”

“What kind of question is that?” Peter’s own eyes were shutting. “Burdens aren’t usually the *best* part of someone’s life…”

Jameson had, of course, expected his staff to arrive bright and early to work this morning. In fact, Urich hadn’t even bothered returning home, instead opting to sleep at his desk. But despite the cloud of exhaustion hovering over the newsroom, there was still a resounding applause when a certain couple stepped off the elevator.

“Guess who’s a free man?” Ned Lee grinned as he wrapped an arm around Betty’s waist.

“They finally got the evidence to prove all the Hobgoblins were brainwashed.” Betty kissed Ned’s cheek. “And it’s all thanks to Spider-Man!”

Jameson stared at them from his opened office door. He held up today’s issue of *The Daily Globe*, which had sold out with the headline “X-MEN BATTLE ELECTRO AND IMPOSTOR SPIDER-MAN OVER TIMES SQUARE!” Slowly, Jameson tore it in half.

In truth, Otto had never seen Maxwell outside of his insulation suit. He wouldn’t have recognized him if not for the name tag on his hospital gown.

“Maxwell?” Otto took the chair across from his at the cafeteria table. “May I call you that?”

“Well, I’m sure as hell as not Electro anymore.” Maxwell stared at his mundane, flesh-covered hands.

“I want- I *need* to make things right between us, Maxwell.” Otto took a breath. “That is… if you still want me.”

Maxwell’s fingers clamped around the beverage on his lunch tray. “The only thing I want right now is to drink a cup of coffee and be left the #*$% alone.”

“I understand...” With that, Otto stood up and trudged away. He could take a hint.

Spider-Man kicked back on a spider web floating above an endless black void.

“So I guess everything worked out in the end, huh?” He cocked his head towards the web’s center, where a wrinkled old woman was resting.

“It did,” Madame Web nodded, “but Peter, I need to apologize to you. I thought trusting Octavius was the right thing to do, but all I did was lead you astray...”

“Hey, that’s not true.” Spidey gave her a “thumbs up.” “If it wasn’t for your advice, I’d never have learned to cooperate with him against Electro, and then who knows how things would’ve played out?”

“I suppose so.” Web gave a wry smile. “Regardless, you’ll be pleased to know that my flight home has just taken off. In a moment, you will be out of range of my powers. I won’t be bothering you any more.” As she spoke, her voice grew fainter and fainter. “It’s been a pleasure, Spider-Man...”

Peter opened his eyes. Before him were Gwen’s closed ones. Oh, right, they were still curled up

together on the sofa. They probably should've gone to their separate beds lest Aunt May catch them together and get the wrong idea, but to be honest, Peter couldn't bring himself to regret letting Gwen fall asleep in his arms. He yawned, stretched, and smacked his lips. Even with his shoulders still bandaged, Peter felt like a million bucks… which probably had something to do with the fact that the living room clock proclaimed it to be four in the afternoon.

Peter smiled and shook his head. Y'know, he was surprised to admit it, but he was gonna miss Madame Web.

I'm touched.

"GAH!"

Apologies. You're not quite out of range yet.

Evidently, Otto's previous therapist had been declared inadequate, and so he'd been assigned a new one.

"There's no shame in returning to Ravencroft, Otto," she said. "Healing is a long process, and people do it at different speeds."

They were alone together, as one might expect, with Otto slouched over on the couch and the therapist in the wooden chair across from it.

She gazed up at him, but his eyes flitted away from hers.

"Alright, let's address the elephant in the room," she said suddenly, "Yes, I'm a little person. It's okay to talk about it."

"No, no, it's not that!" Otto said hurriedly. "In fact, you look lovely. It's just that..." He brought his hands over his glasses (A new pair had been provided, and they were just as black and square as the old pair). "I can't get May Parker out of my head. Do you suppose she'll contact me soon?"

"Otto..." Now the therapist's eyes flitted away from his. "I'm sorry to have to tell you this, but her lawyer called us earlier today. She's filing a retraining order against you."

"Ah." Otto took this in silently. "I suppose that's a reasonable course of action, in light of what I did." He sighed. "People like May are a rarity in this world." Then he leaned back on the couch, reciting: "I have heard the mermaids singing on the beach. I do not think that they will sing to me."

"It's 'singing each to each,'" the therapist blurted out.

For the first time, Otto's eyes snapped towards her.

"Sorry." She shrugged. "I'm kind of a massive Eliot fangirl. Anyways, what were you saying?"

On one hand, Peter was feeling more than a little anxious about his next meeting with Aunt May. What was he going to tell her? How much did she already know? How much had she guessed? But on the other hand, he needed to make sure she was okay.

Now that he'd tucked Gwen into her bed upstairs, Peter crept back down. He checked May's bedroom, but it was empty. Huh.

Peter searched the house. As it turned out, May was in the last room he'd thought to check – the attic. "Aunt May? What are you doing up here?"

"Oh, Peter, you're awake." May was standing by a shelf. A big cardboard box rested at her feet, and in it were all sorts of dusty knickknacks. VHS tapes, picture frames, a bowling trophy… "I was just throwing out some things. We don't need these relics anymore."

"How are you feeling, pretty lady?" Peter walked towards her, closing the trapdoor behind him.

"Better than I thought I would, actually." May took a breath. "I don't know if you've heard, dear, but I had another run in with a supervillain last night. I could have sworn I was hurt, that my heart..." She brought a palm to her chest. "I don't know how, but Spider-Man saved me. It was a miracle."

"Wow. I can't believe that. I mean, it- it feels like everyone we know's had run-ins with supervillains. First that Rhino guy was looking for me, then Gwen got kidnapped…" Okay, it was time for Peter to change the subject before he secreted his weight in sweat. "I'm glad you're safe." He hugged her tight.

"Me, too." May hugged him back. "It gave Anna Watson quite a scare."

After a minute, the hug ended, and Peter drew back. No point dodging the subject any longer, he supposed. "Look, Aunt May, about missing last night's curfew again-"

"*You don't have to say anything, Peter.*" May's voice was sharper than Peter had expected. It made him flinch. "The truth is, you're old enough now that, well, you don't really need curfew anymore." May sighed, then coughed up dust. "I suppose I've been smothering you. You're almost a grown man, after all."

"Oh. Okay..." Peter chewed over this for a second. He honestly wasn't sure what to make of it. "I..." He took a breath. "...hear you and Otto broke up."

May's back remained turned, hiding her face from view.

"It wasn't working out," she said. "It happens, dear. I'm sure you remember a time when all you could talk about was Liz Allan…" May faltered, then added, "I'm sorry things ended up this way, Peter. I know you were getting close to him, but, well, the truth is Otto is back in Ravencroft now. I'm not sure what he did, but-"

"It's okay." Peter shut his eyes. "You don't have to say anything."

May nodded, and for another few moments, not another word was spoken. Peter thought about leaving, but then May said, "I know I haven't done right by you, Peter. Throwing my relationship with Otto onto your and Gwen's shoulders… It wasn't fair of me." She knelt on her knees to reach a lower shelf. "Even more so now that I know what your shoulders have already been carrying."

Peter's whole body tensed. "Um, listen, about… what I told you yesterday-"

"Pish-posh, we needn't talk about it." The speed of May's packing greatly increased. "It's water over the dam or- or under the bridge or wherever you'd like it, but..." The speed fell to a crawl. "But you made a brave move in telling me the truth."

Gently, Aunt May rose to face him. "And I'm proud of you, and… I love you, Peter." Her arms wrapped around him. "So very, very much."

Peter stood still. He could've left it there. He could've smiled and nodded and web-swung off into the sunset. Another adventure all wrapped up.

Except he couldn't do that at all.

"But it wasn't the truth. Not the whole truth, anyways. Aunt May… I'm S-"

The strength of the hug increased tenfold. Peter was worried he might suffocate. "I know, baby," said a trembling voice. "I know."

A wheelchair made its way up a ramp and into an apartment complex. Within this apartment was a dark-haired toddler who nearly tackled the wheelchair's owner out of it.

"*Abuela!*"

The old woman hugged the young girl tight. And within that girl's head, a little voice said, *I missed you, too, Anya.*

Behind the wheelchair, a blonde woman, somewhere between the other two in age, said, "When I got the call that you were alive, I didn't want to believe it." She wrapped her arms around the old woman from behind. "Good to have you back, Mom."

Within the blonde woman's head, the voice said, *I never abandoned faith that we would see each other again, Julia*.

"Abuela, Abuela!" The toddler tugged at the older woman's scarlet sleeve. "Were you really saved by *Spider-Man?*"

The old woman grinned, though it was more gums than teeth. *Yes, my child.*

"Was he as cool as on TV?"

Spider-Man is a person, same as anyone else. He has strengths and weaknesses, flaws and perfections… but what stood out to me was his selflessness. Spider-Man has a good mind.

But then, the old woman's face grew less certain.

I only wish I could have understood why he has… more than one mind.

End of Lesson 8

Chapter End Notes

Next Issue: Rhino vs. Scorpion!

Fertilization

Lesson 9: Reproductive Health 101

"***But you can only lie about who you are for so long without going crazy."***

– Ellen Wittlinger

The crying and hugging had ended long ago, and now Peter and May simply sat, each leaned against the attic wall, shoulder to shoulder. The box of knickknacks had gotten tipped over somehow during the chaos, but neither of them bothered righting it.

"So you can- can shoot webs? Stick to walls?"

"Uh, well..." Peter replied by hopping onto the ceiling.

May stared up at him. "I suppose I can't argue with that." Her head lowered. "But Peter… why didn't you tell me sooner?"

Peter dropped back down. "Because I love you and I don't want anything or anyone to hurt you." He sighed. "Especially me."

May cocked an eyebrow. "What did you think would happen if I found out? I'd just keel over and die?"

"I mean, your heart *has* had problems..." Peter flushed. To be honest, he wasn't sure he'd have risked telling her now if Kingsley's weird machine hadn't healed her up last night. But, err, that was maybe a little more than he was willing to divulge for the time being. It wasn't like he had to tell her every last detail, right? He was getting a mental image of May shrieking "SIX ARMS?" at the top of her lungs before keeling over and dying.

"I'm sure you were trying to protect me, Peter, but I also think you were protecting *yourself*. You thought I'd tell you to stop."

"And, uh, *are* you…?"

May shook her head. "Maybe if I'd known sooner, but… you'll be an adult in a few months. You're old enough to make your own decisions." She took a breath. "And I know now that I was wrong about Spider-Man. I was so scared of the strange costumed people running around this city, I… I blinded myself to all the good Spider-Man has done."

"Well, y'know, I do what I can..." Was it hot in this attic, or was it just Peter? "Probably don't save as many people as the big-name superheroes, but-"

"Ben would be proud of you." May gave his hand a squeeze. "Just like I am."

"Aunt May..."

"We've both carried such terrible guilt, Peter, and that's no way to live. But if we can't forgive *ourselves*, then maybe it's time we forgave *each other*." A shaky smile crossed her face. "I forgive you for not sharing this part of your life with me sooner. And as for what happened to Ben… that was never your fault to begin with."

"I..." Not just hot, but dusty up here, too. It'd gotten right in Peter's eyes. "I'm sorry. And I love you." Okay, the crying and hugging wasn't *quite* finished yet.

Peter thought it'd go on another couple minutes, but then suddenly, May laughed.

"What's so funny?"

"Oh, nothing." May shook her head. "It's just that… Well, ever since you were a teenager, you were quiet and sensitive, you didn't like sports, you were awkward around girls..." She chuckled. "I knew *something* was in your closet, but I'd never have guessed a costume."

"Ha, *what?*" Peter's laugh was a bit louder than it probably should've been.

"I know, I know, you put that theory to rest when you started dating Liz."

"Yep. Case closed. Ha ha." Peter's eyes flitted to a dog-eared poster of Captain America on the far wall. Look, he'd had enough heartfelt conversations for one day.

The laughter had started out forced, but it turned real pretty easily. "Do you have any idea how great it feels to *talk to you* again like we used to? It's like… like..."

"A weight off your shoulders?" offered May.

"Yeah!"

"I'm very happy, Peter. Now put me down, please."

"Oh. Right." In the heat of the moment, Peter had gone from hugging Aunt May to hoisting her into the air. "Sorry."

Manhattan was over twenty square miles large with a population of over one and a half million. It was one of the most famous places in all the world, and that fame had only grown since it became the superhero capital of America. So when it came to locales to serve as backdrops for dates, the possibilities here were endless.

Gwen leaned back in an outdoor booth of the Silver Spoon, picking at the same salad she always ordered. Across from her, MJ chewed on her chicken wrap.

"Sheesh," MJ said, "I get why Pete's always late, but what's taking Mark so long? Hope he's okay."

"I'm surprised you and Mark didn't come here together," said Gwen. "I thought that'd be one of the perks of sharing an apartment."

"Oh yeah, Mark had to go do a thing. Something about his job, I think."

"Mmm." Gwen took another bite of salad.

"Don't worry, though, sharing an apartment with a buff Latino guy's got more than enough perks already."

Gwen was forced to take a gulp of Sprite before her face turned blue.

"Too much?" MJ gave her a look. "Sorry, forgot you're squeamish. Not used to that. You couldn't get the girls at my old schools to shut up about boys…" After a moment, she slid a bottle across the table. "Hey, want some virgin dressing for your salad? It suits you."

"Ha *ha*."

A couple minutes later, Mark finally arrived – tidy dark hair, a clean dress shirt – to sit down beside MJ. And a couple dozen minutes after that, Peter arrived – hair sticky with sweat, the tag of his blue t-shirt sticking out above his chest – to plop down beside Gwen.

"You holding together, there, Parker?" Mark was the only one to draw attention to his arrival.

"Yeah, I just, uh, had to take some pics for the Bugle."

"Ah, still chasing the Web-Head around with a camera?" Mark shook his own, non-webbed head. "Maybe you ought to find someone more pleasant to shoot?" He traded flirty looks with MJ. "I know at least *one* lucky photographer has already…"

That piqued Gwen's curiosity a bit, but she didn't ask Mark to elaborate, and she still hadn't by the time the double date ended. Once the sun started to set, the couples said their goodbyes, and then Mark and MJ escorted each other out.

"*How 'bout we head home, chika? Wouldn't want to miss a perfectly good chance to…*" As they strolled away down the sidewalk, Mark murmured something in MJ's ear that left her blushing and giggling.

Peter and Gwen remained at the booth, watching them go. Sheesh, those two were on the brink of forming cartoon hearts above their heads.

"I really don't like that guy," said Peter.

"*Oh thank god,*" said Gwen. "I thought it was just me."

"There's something about him…"

"He's all wrong for her."

"I know! Like, MJ's so cool and different, but she ends up dating a- a-?"

"-a guy?" offered Gwen. "Not just a guy, but, y'know, a *guy*."

"Yeah." Peter's nodded. "I mean, I'm not gonna say anything to her, obviously, but I kinda wish MJ had stayed with Hobie. Seemed to me like Hobie really liked her, but with Mark, well, when he's not busy telling MJ's she's hot – like she seriously needs to be told – he hardly pays her any attent-"

It was at this point that the distant sound of a sirens hit their ears. "Oh, that could be trouble! I'd better go!" Peter hurried off without any word.

Gwen was left alone, staring at the virgin oil dressing resting by her salad bowl.

May had decided to make carrot cake. It'd seemed like a good idea because she didn't know how to make carrot cake, and so it required her to concentrate very hard on following the recipe precisely. In theory, this would prevent her thoughts from drifting towards any undesirable topics.

But it turned out making carrot cake was a bad idea because May didn't know how to make carrot cake, and so it required her to concentrate very hard on following the recipe precisely.

"Hey, Aunt May." Any hope May might've had of salvaging the batter was tossed to the winds

the moment Peter entered the kitchen.

“Oh, hello, dear,” May filled a measuring cup with tap water, then carefully hovered it over the mixing bowl. “How’s your weekend been?”

“Y’know, normal. Went to work. Hung out with Gwen, MJ, and her boyfriend. Stopped a carjacking.”

May ended up pouring in exactly twice as much as the recipe called for. “That- That’s amazing, Peter.”

But Peter simply huffed. “Not according to the Bugle…” He retrieved it from off the table so he could hold up today’s headline:

SPIDER-MAN, CAR-THIEF ACCOMPLICE?

Liz strolled across the carpet of an only-somewhat-ritzy living room. She smiled at her brother and his girlfriend, who were together on the couch, practically fused at the hip.

“Well, it’s been great seeing you guys’ place,” Liz said, starting towards the door, “but I gotta get back to Xavier’s.”

“X-Men mission?” asked Mark.

Liz bowed her head. “Trig exam.”

Really, Liz barely even qualified as a superhero. She hadn’t exactly accompanied the X-Men on many adventures since the thing with Sally – which was fine by Liz. Even crazy mutant schools still needed cheerleaders.

The three of them said their goodbyes, and then Mark went off to the bathroom, leaving Liz and MJ alone in the living room.

Liz paused by the exit. “So you guys aren’t… struggling with rent or anything? I mean, this is a *really* nice place.”

MJ held out a hand, starting towards her. “Nah, don’t sweat it. Mark’s pulling in more than enough from his job.”

“And what job was that, again?”

Silence. “Y-Y’know, some warehouse thing. It’s boring. He doesn’t like to talk about it.”

“Uh huh.”

“But I’m actually doing this modeling gig now, so it’s not like I’m not pulling my weight.”

“Okay.” Liz continued towards the door.

MJ blocked her path. “Why? What are you getting at?”

“I didn’t say anything,” said Liz.

“What, you think he’s gambling again? You think he can’t make a living without-?”

“*I didn’t say anything*.”

“He wouldn’t do that to me!” MJ snapped. “Come on, if turning molten didn’t teach him his lesson, then-”

“*Okay,* MJ, no one’s arguing any different. I really gotta go.” Liz slammed the door behind herself.

MJ remained there a while, standing on the carpet.

At least until Mark reentered the living room. “Liz left?”

“Yep.” Silence. “Hey, babe? Random question, but, uh… how much an hour are you getting again?”

“Twelve,” said Mark. “Why?”

Jameson was right in the middle of a particularly good smoke when Miss Brant so rudely barged into his office.

“Mr. Jameson, sir?” She handed him the phone from off the receiver. “Phone call.”

Jameson snatched it from her and brought it to his ear. “Whattaya want?”

“I’m calling to let you know that I’m canceling my subscription to your paper because- because I’m tired of the terrible things you keep saying about Spider-Man,” said a soft, grandmotherly, yet no less stern voice. “Your behavior towards him is nothing short of deplorable.”

“What? Who is this? *Who do you think are you-?*”

“Oh, and nice mustache. Hitler called, and he wants his look back!” After that, the voice was replaced with a dial tone.

“What, you think I’m gambling again? You think I can’t make a living without-?”

“*I didn’t say anything.*”

“I can’t escape friggin’ Molten Man, can I?” spat Mark. “What’s it gonna take for you to forgive me already?”

“I forgave you *forever ago.*” The space between their heads shrank by a foot. “I’m living with you, aren’t I? But then maybe I *shouldn’t be* if you’re gonna act like a *child.*”

“God, you’re all the same. First it’s ‘*oh, I just wanna have a little fun, nothing serious,*’ then suddenly you’re begging me to get a place with you so you can nag me twenty-four seven. I shoulda seen through you sooner-”

“Oh *no*, where will I *ever* find another guy who’s into me?” Mary Jane made a show of rolling her eyes.

“#*$% you.”

“#*$% you harder.” She started for the door.

But Mark’s voice halted her. “You want to leave? Really? And go *where*, exactly? You said there’s no more room at your aunt’s place now that she’s remarried, so…”

To this, MJ gave no response. At first.

"You got a problem with me?" The motion of O'Hirn's arms remained unbroken as the weights on his exercise bench traveled up and down, up and down along the cord.

"Not really," said Gargan, the grinning bald guy who always seemed to get picked as O'Hirn's spotter. Ugh, at least when he'd been a freakish scorpion-person, he'd been kept in an isolated cell. "Just thought you'd like to know there's an ant on your neck."

"*Agh! Get it off, get it off!*" There was the sound of weights slamming onto the bench, followed by the sound of snickers from across the prison yard. Seemed the Enforcers, Beck, and Toomes had all gathered to watch that display. Even Menken pointed and laughed, though that was short-lived once his dumbbell fell on his toe.

O'Hirn scowled, scratching his neck. He'd swear there really had been an ant. His skin had felt awfully itchy lately.

The instant Jameson entered the newsroom, Betty nearly spilled her coffee all over her keyboard. Lord in heaven, she hadn't seen the man look so downtrodden since the space shuttle malfunction.

"Mr. Jameson?" Betty sprang from her seat. "What's wrong?"

"Miss Brant…" Jameson hung his head. "Does this mustache make me look like Hitler?"

"*No, baby, no*." Their lips swept in for another meeting. "*It's okay. It's okay…*" Somehow, MJ had ended up pinned to the sofa, trailing one hand through Mark's hair and the other down his back.

"*You know I didn't mean it, Mary Jane,*" a voice murmured in her ear. "*I didn't mean any it.*"

"*Me neither, babe. I love you.*"

"*You, too.*"

Next thing MJ knew, Mark's shirt was on the carpet, andthen she was experiencing those perks she'd been telling Gwen about.

The inmates had lined up at the front of the cafeteria, waiting for the serving lady to plop tasteless mush on their trays like pigs awaiting slop. It gave O'Hirn some serious flashbacks to high school.

Right at it was finally O'Hirn's turn to receive his slop, a voice from behind said, "Don't serve him that brown sugar."

O'Hirn spun around. "Gargan? What's the problem with the brown sugar?"

"Nothin'," said Gargan with a grin. "Just worried it'd remind you o' sand. Wouldn't want to trigger any traumatic memories o' your lost Lenore, would we?"

"*That's it.*" Even faster than he'd spun around, O'Hirn sent a fist into Gargan's torso. At first, O'Hirn felt the wonderful sensation of Gargan crumpling like paper, but by the time of punches four, five, and six, O'Hirn's knuckles were hitting something rigid. "What the-?"

“Heh… Good going, O’Hirn. Couldn’t have asked ya to do better.” From within his crater on the floor, Gargan peeled off his orange jumpsuit, followed by his white undershirt.

O’Hirn stepped back. “What’re you…?”

“You haven’t figured it out yet?” Gargan cackled. “You haven’t felt the itch? The little prickle under your skin?” He rose to his feet, showing off his bare, bruise-covered torso. “Fighting’s what does it. Gets your pulse pumping. Makes it regrow faster.”

With a pang, O’Hirn realized those blue splotches weren’t bruises. They were… metallic. And spreading.

“You mean-?” On impulse, O’Hirn touched the back of his neck. It felt thick, rough, and numb, like someone had wrapped it in leather.

Gargan’s grin only widened. “Now you’re gettin’ it.”

O’Hirn had gotten it, but the guards hadn’t. Within seconds, they’d descended upon the two, pushing away the jeering onlookers. “*Don’t move.*”

“*Die, pigs!*” Gargan ignored the order, earning him and O’Hirn some tasers to the back.

“*Raaagh-!*” For a moment, O’Hirn’s body was rocked with crackling pain. But in seconds, that body of his went from feeling agonizing to feeling… numb. And heavy.

O’Hirn’s torso gave a sudden lurch forward, prompting him to look down at his hands. They were covered in gray. In fact, his right one was covered in so much gray that it was ballooning off O’Hirn’s body like a tumor. It was all he could do to keep his balance.

His shirt had ripped right open, and beside him, a similar fate had befallen the butt of Gargan’s pants, which now had a writhing tail poking out of them, curved like a shrimp and with a stinger at the end. The thing was the length of O’Hirn’s arm and growing.

“Reinforcements!” One of the guards stumbled back, clutching a walkie-talkie in his trembling hand. “We need reinforcem-” The sentence proved difficult to finish once the guy had been struck by a giant scorpion tail. Left and right, Gargan was tossing guards around like rag dolls.

Suddenly, O’Hirn’s forehead felt considerably heavier, and he brought a hand to it. At this point, he wasn’t too surprised by what he found there.

It didn’t take long for the rest of the inmates to flood out the cafeteria, whooping and screaming and throwing slop as they went.

As a pair of them scurried past him, O’Hirn caught one mutter, “*If I had a boomerang right now, I could totally kick both their asses.*”

“*Sure, Fred,*” muttered the second. “*Sure.*”

“And you threw in my thing about his mustache?”

“Yes, dear, exactly how you said it to me.”

“Nice.”

Aunt and nephew had ended up on a bench in the heart of Manhattan, watching the sunrise and

hugging their jackets to ward off the late winter chill. Across from them, behind a fence, was a playground. May and Ben used to take Peter there back when he'd still struggled to make it through the intermediate science textbooks – so, like, elementary school age.

"I'd wondered why we didn't get a paper this morning." Peter shot Aunt May a grin. "This might be the greatest thing you've ever done." But then he faltered. "Still can't believe you're taking everything so well, though."

"I'll admit these past few days have trying," said May, fiddling with her glasses, "but times like these… Your Uncle Ben always said they were like skiing. You just have to balance yourself and keep shooting forward."

"Yeah." Peter nodded. "But, hey, nothing wrong with taking a breather every once in a-"

It was at this point that they spotted the squad of helicopters passing overhead.

"Okay, scratch that, your moving forward thing might be better!" Peter started from the bench, but he was stopped by a hand on his arm.

"You really have to go?" The serenity inhabiting May's face a moment ago had all but combusted.

"Yeah." Peter winced. "People could need me."

"I… I understand." Gently, May released him. "I only hope it's nothing *too* dangerous."

Wham. The combined force of Rhino and Scorpion left twin craters in the pavement. By now, their subdermal armors looked as complete as they had before either crook had ever encountered any insect-themed superheroes.

Rhino flexed his massive fingers. He'd gotten so used to having his regular hands free again, he'd forgotten how trippy this was. O'Hirn's naked body was fully encased, save for his face, and moving his regular limbs caused the big old Rhino limbs around them to move in turn. It was like the robots from those all weird Chinese cartoons all the kids were into now.

Man, though, being the Rhino was definitely better than being plain old O'Hirn, but… he was gonna miss seeing his hair again.

Rhino's eyes traveled to the series of holes behind the two – leading from the building to the fence to the Ryker's Island shoreline, mere feet away from them. The East River looked awfully deep. "So what's the plan?"

"Plan?" Scorpion blinked, his tail swishing in the wind. "Well, uh…"

Rhino's snort would impress even a real rhinoceros. "You just realized our armor was regrowin' and got all excited, didn't you?"

"Shut up! All we gotta do is find that special reinforced barge they sailed us in on-"

"-and then what? You know how to pilot that thing? Or would ya rather me do it with my dainty little hands?" Rhino held out his palms, each of which were bigger than Scorpion's head.

Scorpion looked to his own hands. They were normal-sized… but also clawed. The claws had been intended to aid him with wall-crawling, but not so much with sailing.

"When Ock busts me out, he's always got a boat ready!" Rhino spat. "That's why you *wait for*

the signal. Now the guards are just gonna tranq gas us, and then Ant-Man's gonna take away our armor again, only permanent this time-"

"There's not gonna *be* a signal, genius!" Scorpion spat back. "The Vault's holdin' Tombstone in your old cell, Kingsley's one of our fellow inmates now, and word is Ock's gone soft. There's no more Big Man – There's the Kingpin, and I'm sure he's *scramblin'* to hire us after our impressive string o' victories. The super-mercenary market's flooded, and we've gotta increase our value. We've gotta prove that we're the strongest. Or at least that we're not the dumbest-"

"*I ain't stupid*," Rhino said through gritted teeth. "Least not compared to you."

At this, Scorpion simply huffed, then turned to the docks. "There's gotta be *some* way off the island…"

"Ooh, why don't you try shooting a web-line to a passing helicopter?" said a voice. "No, wait, my bad, that only works for getting *on* the island."

"*You?*" The supervillains spun to find a certain spandex-clad hero overlooking them from his perch on a fence.

"Perfect." Rhino let out a groan. "Cuz *one* arachnid wasn't annoying enough."

May remained on the bench, gazing in the direction the helicopters had gone.

Until a voice said, "H-Hello, May."

She turned to discover a warm, balding, gray-haired man standing across from her.

"Dr. Bromwell?" May gave a start, hurriedly plastering a smile on her weathered face.

"Please, call me Nick," he said hurriedly. "You're not my patient anymore, after all…"

"What a coincidence finding you here."

"Right. Coincidence." A moment passed. "Say, are you free for coffee?"

Wham. Spider-Man tumbled off the fence mere seconds before a flail of a tail reduced it to rubble. "Aw, if I didn't know any better, I'd think you're not happy to see me."

"Sorry, visitation's ended." Scorpion pounced after him, whipping his tail over and over in a vain attempt to strike the moving target. "I'm gonna have to ask you to leave."

"Leave?" Spidey slid across the pavement between Scorpion's legs. "But I haven't gotten to ask how you've been or what they're feeding you or how the heck you two turned back into crazy super-people!" While there, he went for the cheap shot, but the punch didn't seem to particularly phase Scorpion.

"Guess now the mystery'll haunt you the rest o' your life." Scorpion swiped his claws, missing Spider-Man's head by centimeters. "Though if it's any consolation, that won't last *too* much longer."

"I'll be honest-" Spidey sprayed webbing at Scorpion's face, but he blocked it with his tail. "-I was kinda hoping I'd seen the last of O'Hirn and… uh… Actually, I don't think I ever caught your name."

“It’s Gargan.”

“Hmm. Garg-*an*, Scorpi-*an*… Eh, not the *most* on-the-nose-” Spidey managed to blunt the stinger with some webbing, but that didn’t stop Scorpion was using it as a bludgeon. “Wait, oh my god, I just realized! ‘O’Hirn’ is an anagram for… ‘horni.’” He was forced to duck another tail-swipe. “Okay, I feel like I was onto something there, but I lost it.”

“Yeah, well, speakin’ of O’Hirn…” In the head of combat, Scorpion turned back to scowl at his partner. “…what are you doin’? This is our chance to finally squash the Spider!”

“Why?” While the arachnids bounced around the edge of the island, Rhino simply sat by the collapsed fence beneath the setting sun, his massive arms folded. “So we can get harsher sentences?”

“Unbelievable.” Scorpion returned his attention to the Web-Head, rolling his eyes. “For once in your life, will you leave the thinkin’ to the smart people and just *do somethin’* already?”

Behind him, Rhino raised an eyebrow. “You want me to do somethin’?”

“Yes! Anything! Anything’s better than sitting there like an-” *Wham, wham, wham, wham, wham*. Naturally, Scorpion spent the next several seconds being swung through the air and rammed into the ground. For once, his tail was the tether and his body was the flail. “*Ugh*…” He twitched from within his pavement-crater.

Rhino snorted, released his tail, and spat on him. “*Puny Gargan.*”

“Wow.” Spider-Man stood, hands on his hips, overlooking the mess that’d once been Mac Gargan. “Thanks for the assist. Seriously, we make a good team. What is this, the second time now-?”

“Don’t get used to it.” Rhino snorted, then gave Scorpion’s head a kick for good measure. “I ain’t gone as soft as Marko. It’s just that, even if I *could* get off this island, a guy like me can’t exactly lay low. Why even bother? I know when I’m beat.”

“Huh. Y’know something, O’Hirn?” Spidey offered a handshake. “You really *aren’t* stupid.”

Rhino declined, which was… probably for the best.

“Or at least, you’re not *that* stupid-”

“There it is,” said Rhino. “I knew the quip was comin’.”

Remember that scene in Tangled where they go to the bar and all the guys there seem scary, but then they burst into song and it turns out they’re actually all friendly? Well, Mary Jane had a feeling that if Rapunzel had tried that crap at *this* bar, her body would’ve ended up in a Corona back alley dumpster.

Making things all the more unnerving was that this cramped, grungy place was packed to the brim with dudes in brightly-colored costumes. There was a crowbar-wielding guy with a dark green jacket and dark violet mask, a guy in a silver robo-suit who kept bumping the ceiling thanks to his telescopic, Inspector Gadget-style legs, a guy in yellow-and-purple spandex complete with a Wolverine-style mask and a French-style mustache, and even a dude dressed as a frog. Yeah, green seemed to be *la couleur du jour* in this joint, with purple being a close second.

But Mary Jane wasn’t here for the super-criminals. Just a regular one.

“Oh, *there* you are, Blackie!” She slid herself onto the stool beside him. He was an older, dark-haired guy sporting a thick black mustache – as if his body didn’t radiate enough skeeviness already.

At her approach, Gaxton went from drinking with his mouth to drinking with his eyes. MJ might have shuddered if she wasn’t so used to that kinda thing by now. Instead, she fixed her attention on the opposite side of the room, where a dude in blue spandex was nailing the center of a dartboard every time.

“You’re a hard man to find,” said Mary Jane. Apparently, this bar didn’t have a name, and it was always moving around. The only reason MJ had managed to track it down was because she happened to have a, err, gift for coaxing info out of people. It was this same gift that’d prevented the bouncer from noticing MJ was underage – the gift in question being, of course, the low-cut top she’d gotten last birthday.

“Am I? I’ll have to make sure it was worth the effort, then, won’t I, love?” Gaxton held MJ’s chin a moment, then turned to the bar tender. “How’s about we get the lady a drink?” Then back to MJ. “Whadya like?”

“Ooh, I’ve always been a fan of sangria- *I mean*-” MJ cleared her throat. “No thanks. I’m n-not looking for a drink, actually.” In seconds, her trusty old foxiness was back, and she was leaning in to touch Gaxton’s arm. “Just a bookie. I was hoping you could fill me in on something…” She gave her eyelashes a nice, good flutter.

Okay, Mary Jane knew she was a gifted actress and all, but this routine was coming a little *too* naturally to her.

“Thanks for the help, Spider-Man.” Ant-Man stood alongside his fellow bug-themed hero, watching the unconscious Scorpion get hauled through the front gates of Ryker’s Island Penitentiary. “Sorry if I came off as condescending before…”

“It’s cool, dude.” Spidey gave a shrug. “But actually, Rhino did all the real work today.”

“Yes, well, I’m *very* proud of you, Alexander.” Ant-Man turned to pat the shoulder of the animal-themed villain across from them.

“Yeah, yeah, whatever…” With that, Rhino allowed the guards to lead him away.

But the moment Rhino was gone, Ant-Man bowed his head, nearly smacking Spidey with his helmet’s antennas. “I can’t believe I put people in danger with some stupid oversight. Sometimes it feels like I ruin everything I touch…”

“Hey, man, it’s okay.” Spider-Man brought a palm to his shoulder. “Not like *I* haven’t made my share of mistakes. Guess it’s just part of the superhero biz.”

“Well, let me tell you, I’m never letting *anything* like this happen again.” With that, Ant-Man made for the Quinjet parked behind them. “Now if you’ll excuse me, I was in the middle of updating Ultron’s operating system-”

“Wait, hold up, Doc.” But Spidey blocked his path. “Sorry, the little science geek in me’s dying here – How’d those guys’ armor grow back like that?”

“Oh, well, I haven’t had time yet to study it in any kind of detail,” Ant-Man said, “but my working theory is that their subdermal particles are self-repairing. See, in the same way that

Sandman was able to 'eat' raw silicates to regenerate his mass, I believe the Rhino and Scorpion armors draw nutrients from their hosts' bodies for their own regeneration processes, and so if even one particle survived the removal surgery, it would eventually be able to regenerate the entirety of the armor, even remembering the proper shape. And I imagine the process would be sped along considerably by the introduction of adrenaline… The point is, though, that I'll have to be far more thorough and keep them under observation for considerably longer following their surgeries this time arou-"

"Wait, wait, wait," cut in Spidey. "You're saying Sandman could regenerate?"

"Well, yes, we've known that for a while now. In fact, Marko won a vicious legal battle to ensure his jailers fed him raw silicates. It was a huge step forward for superhuman rights-"

"What if he could regenerate from that- that Mud-Thing he and Hydro-Man turned into?" Peter could practically hear his brain whirring under his mask. "Oh yeah, and Hydro-Man probably had the same kinda subdermal particles, so we might be seeing him again, too." He paused. "I'm not forgetting anyone, am I?"

A pair of high-end designer boots trudged up a muddy staircase and through a doorway. There was the slam of a door, followed by the slam of a purse on a table.

"MJ?" At her entrance, Mark came out from the apartment's back room. There was concern on his face, but it seemed off in some imperceptible way, as it always did. The plastic surgery had been a valiant effort to restore him to pre-Molten Man settings, but it'd been far from perfect. "Something wrong?"

"I don't know, Mark." Mary Jane kept her back to him as she dug through her purse. "*Is* something wrong?" In one smooth motion, she spun around, flashing a slip of paper in his face. A ticket stub, to be precise, that pledged a hundred dollars to "Beta Ray Bill."

Mark stared at it. "Where did you get that?"

"Oh, just from Blackie Gaxton," MJ said tightly. "Turns out all you've gotta do is get a few drinks in the guy, and suddenly he's *real* talkative about 'good old Markie, always crawlin' back for more.'" She'd adopted an accent for a second.

"You promised you'd drop this." Mark's cheeks were beet red.

"Yeah, I lied to your face." MJ folded her arms. "Guess that makes two of us, huh? I can't believe you. It's one thing when you wanna throw your *own* life away, but… D-Do you even *have* a job, or have you just been on a hot streak lately?"

"It was only a hundred bucks, Mary Jane! If that horse had won, I'd have got back ten times th-"

"*I swear to god!*" The next instant, MJ was headed back for the door, purse in her hands. "I am so done with you-"

"*Don't you walk away from me.*"

There was something about Mark's voice. Not just its volume, but its *force*. It was something that rattled MJ's bones. Something that made her spin back around, cowering, purely out of muscle memory.

And that was *before* his eyes turned burning gold.

Zygote

Chapter Notes

See the end of the chapter for notes

"You're really going to do this to me? After everything I've *done* for you?" He hadn't noticed yet. If he had, he wouldn't have kept ranting and raving at her.

But what couldn't have escaped his notice was Mary Jane stumbling backwards like a thing possessed. The carpet had snagged the obnoxiously high heel of her boot, resulting in her sitting there on her butt, gaping up at him like a dead fish.

Mary Jane tried to speak, shout a warning or something, but she couldn't. Her throat was too tight and her mouth was too dry. He was sucking the moisture out the air.

"If you'd started drinking again, *I'd* have been there for *you*." Mark took another step towards her.

Mary Jane managed a whimper.

Maybe that's what finally clued him in – well, that or his shirt spontaneously combusting. There was a scream, though Mary Jane wasn't sure which of them it came from, and then Mark's t-shirt was eaten away, revealing the golden chest underneath. Like a disease, the gold traveled out until his whole body was covered, until every last scrap of clothing was burned away. This was followed by the crackling of fire, the roar of smoke detectors, and an unusually high voice crying, "*No! Not again! Not now!*"

A field of flame formed at Mark's molten toes, spreading out across the room as if it was exploring the landmarks. The fire explored the curtains Mary Jane had spent half an hour picking out, the kitchen cabinets filled with carefully-organized foodstuffs, the crack under the door leading to the bedroom where all Mary Jane's personal belongings resided, and then, finally, it seemed to take an interest in Mary Jane herself.

The blaze darted towards her across the rug. It was enough to make something inside Mary Jane snap – Next thing she knew, she was back on her feet and hurtling out the front door, clutching her purse to herself like it was an organ threatening to tumble out her chest cavity.

"*Mary Jane? Mary Jane, wait-*" Even once she reached the staircase outside, his voice was right behind her. What the-? What was he *doing?*

Mary Jane risked a peek over her shoulder as she fled. There he was, chasing after her, burning holes through the stairs with every step. She only looked for a second before returning her attention to running like hell, but the image was so surreal, it'd stay with her the rest of her life. There were no fireproof pants this time – Mark looked like an orange Doctor Manhattan.

They'd only lived a couple stories up, meaning Mary Jane reached the sidewalk in a matter of seconds. She tore down it with a speed she hadn't known she was capable of, pushing startled pedestrians out of her way. There was already a half-formed plan in her pounding head. Their apartment complex was right by a park. A park with a tiny pond.

She was almost there already. Almost to safety. It was mere feet away. The grass was right in front of her.

"*You can't leave me! Mary Jane, please, I'm not gonna hurt y-*" A jet of lava spewed out past Mary Jane's shoulder, and the next instant, the grass was ablaze. "*I'm sorry! I-I didn't mean to do*

that."

Now there was a wall of flame blocking the sidewalk, several feet tall and several more yards wide. With no other choice, Mary Jane spun back around.

A few more strides, and Mark would be close enough to touch her. And yet Mary Jane couldn't move. She couldn't make herself *move*. Well, except to hyperventilate.

"That's it, Mary Jane. Don't leave." Mark stepped towards her, his hair writhing with flames. "I'm here. It's me. It's still me." He held out his palms.

But then his palms let off a sudden glow, and Mark cried out, startled. Next thing Mary Jane knew, twin bolts of lava were hurtling towards her face.

Crack. At the last possible second, Mark's aim was altered, and the lava merely flew into the burning park behind them. Something had rammed into his torso. Something that blazed like a comet.

Though Mary Jane remained frozen in place, her eyes traveled the length of the road before her. A trail of rubble had been knocked into the pavement, ending in a crater. And within the crater was Mark, lying face-up, pinned down by the person atop him.

She had the same yellow eyes, the same orange glow to her skin, and even the same writhing, fiery hair. In every way, she was his female counterpart – except in the clothing department. Whatever that skintight yellow material was, it was fireproof, and when coupled with the red domino mask on her face, it gave her something of a friendlier vibe than her brother.

Now MJ wasn't sure if her heart was pounding because she was terrified or impressed. She'd never actually seen Liz in action since the girl got those powers.

"Liz?" Mark swatted her off him – MJ could only imagine he wasn't eager to stay pinned beneath his little sister, given his, err, clothes predicament. "What are you doing?"

"Trying to carry you to the river!" snapped Liz- or, um, Firestar. Heh, she had an official codename now. Mary Jane was never getting over that. "Forgot your skin turns metal when you're… when you're like this. *Dios*, you're heavy." She pulled herself to her feet across from him, panting. "What happened? I thought you were-"

"What?" spat Mark. "Cured? Funny, so did I."

Liz took a trembling step forward. "It's gonna be okay, Mark-"

"No! Get away!" But Mark took a trembling step backwards. "I can't control it!"

"Yes, you can." Liz conjured a flame in her palm to demonstrate. "See? The X-Men know how to deal with this kinda thing. They can teach you to turn it off-"

"I'm not like you, Liz! I'm not a mutant – I'm a lab rat." Mark's golden eyes narrowed. "Only one person could turn my powers off, and he got himself *blown up*."

On the last words, lava spewed from his torso. Some mix of her costume and her powers kept Liz from getting burnt, but the impact was still enough to send her skidding across the asphalt.

"*Liz!*" At first Mark started towards her, but then he caught himself and backed off. "I have to get out of here. Have to-"

Just then, a disheartening *crack* hit her ears, prompting Mary Jane to look skyward. Oh. *Oh*, that wasn't good. Mary Jane had been so distracted by the sibling-on-sibling showdown, she'd forgot about the park. A big old maple tree had caught fire right at its edge, turning its every leaf into a torch.

The trunk swayed forward.

"*Mary Jane, look out!*" Mark helpfully screamed. The moment he did, though, more lava shot from his hands, creating distressingly large puddles on either side of her.

With no other option, Mary Jane sprinted forward, but the tree was so tall, and- and it was falling so fast… She didn't know if she could get out of the way before-

Wham. The tree hit the pavement with the force of a mousetrap. Even without the fire, it would've done a number on her… had Mary Jane actually remained in its path, that is.

"Huh? What?" For a moment, the wind was in her hair, and then MJ was being deposited on solid ground by a guy in some familiar spandex. "Tiger!"

"*I'm not gonna look, I'm not gonna look, I'm not gonna look…*" Spider-Man's head was pointed conspicuously away from Mark's shiny gold body.

The moment she was free, Mary Jane hurried off down the street. She put a good couple feet between herself and the battle, but… she couldn't help but stay in earshot.

"Spider-Man!" Firestar hovered above him. "Mark's not trying to hurt anyone – He's just freaking out. So, y'know, go easy on him."

"Don't worry," said Spidey. "You're not the only friend I've bumped into today."

MJ hadn't noticed before, but there was a tiny person sitting on Spider-Man's shoulder, no bigger than her thumb. At Spidey's words, the guy hopped down, growing back to human-size as he landed on the pavement.

Ant-Man surveyed the chaos from behind his bug-like helmet. The street had been torn up, families with children were fleeing the burning park, and a couple blocks away, firetrucks were nearing the apartment complex. Boy, had today gone from zero to a hundred.

"Mark!" Ant-Man called out. "Listen to me! I believe the reason your body's producing heat again is because your armor's regeneration process has been overcharged by adrenaline."

"It can *regenerate?*" Mark stumbled back, scorching the ground with every step. "Are you *kidding me?*"

"You have to stop stimulating your sympathetic nervous system!"

"*What?*"

"He means you need to calm your tits!" said Spider-Man.

"Oh."

Ant-Man gave a nod. "Take deep breaths, Mark."

"I'll call Hulk," added Spidey, "see if he'll let you borrow his huge bag of weed."

Silly as this might've been, the deep breaths did seem to help Mark ease himself. After only a

couple seconds, the pavement at his feet actually stopped melting, and he was able to sit in the middle of the street, legs folded (Any oncoming cars were, of course, sent swerving away at the first sign of molten lava). A minute into the impromptu meditation, Mark's luster died down, leaving his skin covered in dull, non-burning metal.

"Is- Is he okay?" Liz apparently thought it safe to land beside her fellow heroes and simmer down her own flames.

"He should be, now." Ant-Man took another step forward. "Mark? I want you to know you haven't done anything wrong. This is my fault. I was reckless and- and sloppy." He bowed his helmet. "I made a terrible oversight, but I know how to fix it now. We can remove your armor properly this time, keep you under observation for longer-"

"So it's back to jail for me?" Mark's eyes glowed again, forcing him to take more breaths. "Perfect. Just what I needed."

"*Mark*." It was at this point that Mary Jane found herself stepping forward, though she couldn't help but feel out of place amid all the super-people. "Can I…?"

"I-I think it's safe." At his words, Mary Jane risked drawing near him. She leaned in for a hug, but then Mark said, "Careful! Just cuz I'm not shooting lava doesn't mean I'm chilly."

"Sorry, sorry." Nevertheless, Mary Jane remained close enough that her voice wouldn't carry to the others. "Mark… Look, I can't even start to say how sorry I am this is happening to you, but… you'd be facing jail time even if you *weren't* Molten Man again."

"Are you serious?" Suddenly, Mark was talking through gritted teeth. "Everything that's happened, and you're *still* not dropping that?"

Mary Jane's brow creased. "You need help, Mark. Being molten isn't the only thing you relapsed on-"

"Don't you get *why* I went back to Gaxton?" Mark was, err, not quite as careful to keep his own voice from carrying. "You didn't have anywhere left to *go*, Mary Jane. You *needed* that apartment, and there's *nothing* I wouldn't do for you." At the next sentence, he was back on his feet. "I love you. You know that."

"Ohhh." Mary Jane folded her arms "So you were scratching your gambling itch *selflessly?*"

"*What?* Ugh, why do you always have to be like this?" The space between their heads was shrinking. "I've done everything I can to make things better for you! Everything I know *how* to do, at least. Isn't that enough? For once in your life, why can't you let yourself *actually* be happy instead of just *acting* like it?"

Well, the first reason to spring to mind was that MJ's jacket had just caught fire. "*Holy-!*"

"*Hey-!*" This was more than enough to send the trio of heroes running towards her.

But by the time they got close, Mary Jane had already ripped the jacket off her shoulders so she could stomp out the flames with her heel.

The group stood a moment, gaping at her and Mark.

Spider-Man bowed his head. "…I looked."

Mary Jane's mouth was open, but she said nothing.

Mark, on the other hand, said just about everything. "*Oh lord, Mary Jane, I'm sorry. You know that was an accident, babe. I'd never hurt you. I didn't mean any of it. Mary Jane, I love you. I need you. I'm nothing without you. Please, you can't do this to me…*" And on and on and on he went.

Mary Jane stood in place, shivering in her short-sleeve shirt. Slowly, she looked to the molten man standing before her, then to the spider one standing behind her.

Those big, white eyes stayed fixed on her.

"Mark." Mary Jane wet her throat. She knew he was red hot, and yet some reptilian part of her brain still insisted that she wanted nothing more than to feel those arms around her again. If she could simply let him hold her, it'd all be okay. "I'm sorry…" Without meaning to, she dug her nails into her palms. "…but I've been burned one time too many."

Mark's raving came to a halt. Then he watched with his golden, quivering eyes as Mary Jane trudged over to Liz, retrieving a scrap of paper from her purse.

"Betting slip," Mary Jane said, lifeless. "From horse racing. That's what started this."

Liz accepted the slip without a word.

"*You bitch!*" Oh, looked like Mark had found his voice again. "*Couldn't resist twisting the knife, could you?*"

"Your sympathetic nervous system, Mark!" Ant-Man was sent scrambling towards him. "*Your sympathetic nervous system!*"

One phone call later, and Gwen was hurrying towards the scene in a taxi cab. Sure, that wasn't as fun as the Quinjet that Peter had ridden here, but it got the job done.

Gwen arrived right in time to watch the jet shoot off overhead with Ant-Man and Molten Man in tow. After that, she, Peter, Liz, and Mary Jane gathered outside the apartment complex, watching the firefighters do their thing from a safe distance. Liz and Peter had changed back into their civvies for the sake of drawing less attention.

The four of them stood there beneath the wafting smoke and squirting hoses. Eventually, though, Liz said, "Well, I'd better get going. I've got a heck of lot to tell my dad…"

Then MJ gave Liz a thank you hug for saving her life – It'd been a good thing Liz had happened to drop by for another visit when she had – and Liz walked off, blending into the surrounding crowd.

Now it was just the blonde, brunette, and redhead. Behind the redhead's back, the blonde and brunette locked eyes a moment.

"Mary Jane," said Gwen, "we're sorry. We can't imagine what you're going through."

Peter nodded. "If there's anything we can do to-"

"Going through?"

Boyfriend and girlfriend jolted – Laughter had hit their ears. Gwen was surprised, but maybe she shouldn't have been. This was *Mary Jane*, after all.

“C’mon, I’ve broken a million guys’ hearts.” MJ had a hand slung on each of their shoulders. “I’m totally desensitized.”

Gwen raised an eyebrow. “We were talking about your apartment catching fire.”

“Plus you almost burning to death,” added Peter.

“Oh, right. That.” Mary Jane merely shrugged. “But I *didn’t* burn to death, and there was nothing in that apartment but stuff. I don’t even have any pets – unless you count Seymour.”

“Well, we’re… glad you’re okay,” Gwen said slowly.

“Aww, you guys are sweet.” Mary Jane’s hands remained in place a moment longer before she freed them. “Oh, and thanks for the save, Tiger.”

“Everybody gets *one,*” Peter said with a hint of a smirk.

“What do you think’s gonna happen to Mark, though?” asked Gwen. “He’s old enough to be tried as an adult now, isn’t he?”

“Don’t know, don’t care,” said MJ. “Someone else’s problem now. I know I say I’m a free agent a lot, but I *mean it* this time.”

“And you don’t think Mark’ll bother you again?” asked Peter.

“Eh, nothing a restraining order can’t fix.” MJ waved a hand. “Or maybe I’ll strike a deal with the devil to get our relationship wiped from history. I do that sometimes. Great way to dodge child support.”

“Yeah, well-” Gwen put her arms around Mary Jane, and Peter followed suit. “-you’re still short one apartment. Mark could’ve picked a better time to turn molten again.”

“Hey, he didn’t pick the *worst* time,” said MJ. “This could’ve ended up like The Miller’s Tale…”

“I’m gonna pretend I don’t get that reference,” said Peter.

Gwen gave MJ a frown. “But where are you going to live now?”

“Ah, don’t sweat it.” MJ held out a palm. “I’ll figure something out.”

Mary Jane rolled over on the Parker household couch, her chest rising and falling. You’d think she wouldn’t be looking her best at this hour, dressed in a baggy green shirt and black sweatpants borrowed from Gwen, not a drop of makeup on her skin, and yet paradoxically, she was gorgeous as ever. Her messy red hair fell over her face so perfectly, Peter would swear a team of artists had spent hours positioning it, but then Mary Jane rolled over again, and her hair fell into a different, equally perfect configuration in a matter of seconds. All in all, Mary Jane’s bedtime outfit was this weird mix of sexy and quirky without ever quite looking cute the way Gwen’s did. Even MJ’s snores sounded oddly alluring. It was like the girl was physically immune to being ugly. Heck, she was immune to being *homely*.

Not that Peter was giving it much thought or anything. He hurried past the living room couch on his way to the shower, a towel slung over his shoulder.

“Morning, Tiger.”

But a sudden voice left him frozen in the doorway. “O-Oh, MJ! Sorry, didn’t mean to wake you.” Peter turned to find Mary Jane belly-up on the cushions.

“It’s cool.” She slung her arm over the edge so her hand could fumble blindly for something on the carpet – some kinda round, black, rigid fabric thingy scrunched up in a pile by the couch. Peter’s groggy mind wondered what it could be. “Hey, you wanna turn around a sec?”

Oh.

“Right, right!” One nanosecond later, Peter’s eyes were planted firmly on the opposite wall. There was a potted plant leaned against that wall. It was such a great plant. That was literally the only thing Peter was thinking about right now.

“Okay, you can look.”

What the-? He spun back around a bit faster than he’d meant to. How had she done that so fast? Had she put it on without taking off her shirt? Was that even anatomically possible? Peter spent the next several seconds pondering that dilemma in, err, maybe a bit more depth than it required.

“I ever tell you you’ve got the most chill aunt on the planet?” Mary Jane hopped to her feet, stretched, yawned, and adjusted her shirt. “I mean, if I asked to let a guy crash at Aunt A’s house, she’d go nuclear.”

“Well, I think Aunt May needs the company.” Peter’s mouth was dry as a bone. Because he’d just woken up. “I’m glad she’s not alone so much anymore, especially now that she, y’know, knows…”

“Oh yeah, that’s right!” MJ’s face lit up. “Everyone here knows your secret. That’s gonna take some getting used to. Now I can blurt it out whenever I want.”

“Yeah.” Peter chuckled in spite of himself. “Guess you can. Anyways, we’d better get ready for sch-”

“*You’re Spider-Man!*”

The outburst earned Mary Jane a long, hard stare.

“Sorry.” She hid her goofy smile in her hand. “Hey, do you smell eggs?”

“Oh my god.”

Over at the kitchen counter, Aunt May gave a satisfied nod. “Told you.”

“These are *amazing,*” Mary Jane said through a mouthful of scrambled egg. She swallowed, then leaned forward, elbows on the table, and grinned like a maniac. Sheesh, and Peter had thought *Harry* had been a walking commercial for happy.

At their end of the table, Peter locked eyes with Gwen. It was hard to tell beneath that big blonde fuzzball where her silky hair usually was, but she seemed to be mirroring Peter’s expression.

Aunt May glanced back at MJ, a frying pan in her hand. “When was the last time you ate?”

MJ shrugged. “I forget to, is all.”

“A girl’s got to eat.”

“Well, thanks for the chow,” said MJ. “And thank you *so much* for letting me crash here, Mrs. Parker.”

“It’s quite alright, dear.” May gave one of her patented warm smiles. “I know your aunt doesn’t have the space anymore, and-”

“-and the apartment wasn’t insured by those Damage Control guys or anything, so it’s gonna take a bazillion years before it gets fixed,” cut in Mary Jane. “I should know – I spent all of last afternoon on the phone about it.” From her face, the mere memory threatened to bore her to death. “So now I can’t stay at my apartment and I can’t stay with my aunt, meaning… this is the only place I got left. At least, the only one where I’m welcome.” She returned to her eggs without another word.

Back on their end of the table, the intensity of the glances Peter and Gwen were swapping increased tenfold.

“Hey, MJ?” Gwen stared at her own plate of eggs. “You sure you want to go to school today?”

“Um, yeah.” MJ looked blank. “Why wouldn’t I wanna go to-? Oh, wait, I totally forgot!” She gave a start. “My room got burnt to a crisp, so I don’t have a backpack or textbooks or-” She faltered. “-or makeup or… phone chargers or… clothes…”

Okay, now even Aunt May was joining in on the discreet glances.

“Well, then,” said Peter, “guess we’ll have to do something about that, won’t we?”

As great as playing hooky was, Peter had to admit he hadn’t ended up having quite as much fun as the last time he and MJ had gone to the mall, but then, maybe that was just because no giant scorpion-people had attacked today. Though this time, they’d been accompanied by Peter’s beautiful blonde girlfriend, which made this the better experience by default.

The point of this mission had been to restock MJ’s supply of personal possessions, but seeing as this was *Mary Jane* they were shopping with, they’d mostly ended up chasing her around the various department stores so they could watch her try on outfits. She’d kept asking if they looked good on her, and Peter and Gwen had kept nodding their heads truthfully.

And while Gwen wasn’t a total tomboy, she was at least enough of one to get every bit as bored as Peter. But hey, this shopping trip was for Mary Jane’s benefit. The important thing was, by the end of the day, that big old smile of hers had morphed into something a bit more natural. A nice, wholesome, organic smile.

“Heh… Bet the other kids are all trapped in chem right now.” MJ strutted down the sidewalk ahead of the other two, a shopping bag in her hands. Gwen trailed behind her with a shopping bag of her own, and bringing up the rear was Peter, walking hunchbacked under the weight of a good dozen or so bags. Guess that was the trade-off for getting to be the superhero (This wasn’t coming out of the Parker family budget, in case you were worried. MJ’s insurance had at least covered this much).

Peter turned his head as they walked. Rockaway Beach was peeking over the horizon. Peter wasn’t sure why he was watching it with such interest. If Sandman and Hydro-Man could respawn, they’d probably done it by now. But all this time, Peter hadn’t heard a peep out of them, so either they’d left Manhattan, or…

“Hey, guys?” Mary Jane’s voice returned Peter’s attention to her. MJ had halted her march, then

spun on her heels to face them. “Thanks for today. I needed this.” She paused. “You two are the best. I mean that.”

“You’re wel-” Gwen began. But she didn’t finish. She was too startled by the pair of lips on her cheek.

And a second later, those lips traveled to Peter’s cheek, too. Then Mary Jane drew back, and the three of them merely stood there a moment.

“Race you to the subway!” And with that, MJ sped off down the sidewalk.

Peter and Gwen were left standing in place, touching their cheeks.

Chapter End Notes

Next Up: Return of a GOBLIN?!

Prenatal Development

Bullets fell like raindrops, leaving nasty fractures in everything they hit – the sides of cars, the windows of shops, the hipbone of Spider-Man…

Despite his own screams, Spider-Man was able to complete his journey through the air and deliver his fist to the gunman's jaw, sending the guy skidding across the asphalt. After that, everything went quiet.

At least, it did on the news footage currently blaring across the Parker household living room. The three women watching the footage, though, were anything but.

A couple hours later, those three women were joined in the living room by Spider-Man himself, though his mask had been tossed to the floor to reveal the head of Peter Parker. He gave them all a reassuring smile, though it didn't seem to do its job.

It was weird to think that a year ago, Peter had been complaining about being lonely. Now it felt like everyone and their cat knew he was Spider-Man and shared a house with him. In fact, with the addition of a fourth resident, the place was more crowded than it'd *ever* been. The war for the shower had reached new heights this morning with the revelation that MJ liked to use up all the hot water and then spend hours in front of the mirror.

"*Do not worry, Spider-Man.*" And making things all the more crowded was a little white robot hovering by the couch, inspecting Peter's hip. H.E.R.B.I.E. had covered Peter in bandages while the three women covered him in hugs. "*My sensors indicate that the bone has set nicely and will heal in a matter of days. You will not die for another eighty years at the maximum.*"

"See? Herb says I'm fine." Peter turned to stroke his aunt's shoulder.

"*Unless, of course, you continue this abnormally violent lifestyle, in which case I project you have six months, tops. Goodbye!*" And with that, the droid flew off through an open window, turning on stealth mode to ensure no noisy neighbors caught him soaring through the skies above Forest Hills.

Nephew, aunt, girlfriend, and platonic female friend remained on the couch a moment, wordless.

"Did- Did you see how many lives I saved today?" Peter got out. "The Kingpin's guys were moving in on the Owl's turf, and there were these bystanders caught in the crossfire-"

"You have a robot," said Aunt May. Her voice sounded like it barely worked.

"Err, technically, it's the Fantastic Four's robot. They just let me borrow-"

Mid-sentence, May rose to her feet, and Peter trailed off. "I'm not going to make you stop, Peter," May said, hobbling her way towards her bedroom. "But… I'm looking at houses in northern Pennsylvania. I want away from this terrible city."

"Oh." Peter swapped glances with Gwen and MJ, then hurried after his aunt. "W-Well, I don't want you in danger, either, but what are me and Gwen gonna do for college? We kinda had our hearts set on ESU…"

"Oh, Peter." At this, May turned back around, giving a somber smile. "You two are old enough and mature enough to share an apartment. You've already been living together for months now."

“An apartment?” Peter repeated. “But- But Aunt May, who’s going to enforce the ‘no hanky panky’ rules?”

This earned a laugh from her. “We’ll have to use the honor system.”

“Seriously, though, what about you?” Peter’s brow furrowed. “I hate the thought of you living in some weird new place all by yourself.”

“Actually...” May’s cheeks reddened. “Dr. Bromwell has family down in Pennsylvania. He and I were planning on making the move together.”

“O-Oh.”

“I didn’t want to move *too* far away,” May said, “in case you and Gwen ever need me.”

“Of course,” said Peter. “But- But this might have to wait. Not sure how many places would rent to seventeen-going-on-eighteen-year-olds…"

“Well, if you do find a place, I’d be happy to co-sign the lease.”

“Yeah.” After that, Peter was silent a moment. “I’ll miss you, though.”

May managed another smile. “And I’ll miss you, t-”

“*LIVING WITHOUT PARENTAL SUPERVISION?*” The group cried out as a little white robot stuck its head back through the window. “*THAT MAKES IT THREE MONTHS!*”

That little talk with Aunt May had been almost a month ago at this point, and yet for some reason, it remained on the forefront of Peter’s mind.

“Ha! Look at that fat one over there. Think it knows Sophia?” Gwen knelt over the Empire State Building’s famous binocular thingies. Y’know, those round, silver ones you put quarters in to use? It was like a microtransaction had escaped your phone and was rampaging out in the real world.

Peter tried to see which pigeon Gwen was talking about, but truth be told, there were other sights vying for his attention. Such as Gwen’s jeans, which were a bit too tight on her. Peter could lean over the edge and stare at the street below, and it wouldn’t be nearly as dizzying a sight.

“Hey, Peter?” The binocular pay wall sprang back up, so Gwen returned her attention to her boyfriend. He glanced away, praying his cheeks weren’t *too* crimson. “Happy one year anniversary.” She smiled. God, she was pretty. Had Peter mentioned that before? Especially when she was all bundled up with matching pink gloves, a scarf, and a beanie to keep warm at this altitude. Gwen had the same kind of beauty as a flower or a snowflake. Soft. Delicate.

“I’m just sorry we couldn’t go anywhere nicer.” She kissed his cheek. “But the apartment will be worth every penny we pinch. That is, assuming we ever actually find one that rents to seventeen-year-olds *and* won’t turn us into paupers by the end of the week...”

“Yeah.” And even if they could find an apartment, May was still readying the house to sell, and Peter didn’t know if he wanted to leave her all alone before she moved. Well, Dr. Bromwell *had* been spending more time with May. Gee, though, Peter hoped the guy wasn’t her just rebound from Otto.

“Can’t believe it’s been a year already,” Gwen said. “Doesn’t feel like it. That’s pretty big, right?”

“Uh huh.”

As happy as their anniversary made Peter, though, it also happened to be the one-year anniversary of Harry becoming the Green Goblin for real. When he shut his eyes, Peter could still see a glider sailing above the parade floats…

“Peter? You in there?”

“Huh? Wha-? I’m listening!”

Gwen’s cherry lips were marred by a smirk. “Really? Then what was I saying?”

“You… saw a fat pigeon?”

She let out a sigh. “It’s okay, Peter, I just said the song on that radio’s kind of romantic.” She gestured behind them to a rooftop radio, left there to entertain the tourists, Peter supposed.

Peter listened for the music, though it was hard to catch it over the howling wind:

“*Before you landed,*

I had a will

But didn't know

What it could do...”

“Yeah, yeah,” Peter said. “It’s cool.”

The two of them stood there at the railing, listening.

“*You make me drop things,*

Like all the plans

I had for a

Life without you...”

“Sorry for spacing out on you.”

“It’s alright.” Gwen gave another smile. “Can’t blame you for having your heads in the clouds. Even the top of the Empire State Building must be pretty mundane for you.”

“*I'm drunk when sober.*

The room is spin-

-ning. You are what

I hold on to...”

“Mundane? How could it be mundane when *you’re* standing on top of it?” Suddenly, Peter’s hand was in hers. “Look, I know it’s hard for me to focus sometimes, but that doesn’t mean I’ll ever get tired of you. Truth is, we’ve been together so long, I can’t even imagine what it’d be like without you anymore.” His hand caressed her headband. “You’re half of my life, Gwen. Peter Parker and Spider-Man are only a fourth each.”

Her eyes gazed into his. Hers were so big and blue and wistful. Peter could've stood there forever, studying them.

"*You're taking over.*

I find that giv-

ing in is the

best I can do..."

"Gwen… I can't even put to words how important you are to-"

It turned out Peter didn't have to – His voice was drowned out by sirens. Boyfriend and girlfriend lowered their heads to find a handful of police cars and an ambulance barreling down the street below.

"You should go," said Gwen.

Peter found himself wincing. "Gwen, you've been looking forward to our anniversary for weeks. It was bad enough I missed your band recital. Can't we let the police do their own jobs for just one-?"

"*Peter.*" Gwen's face tightened. "Someone's life could be in danger. You should at least go check. I'm not gonna fall to pieces-"

"You're right, you're right..." Slowly, Peter drew away. He skimmed the rooftop. "No one's watching. Hold my clothes." He tossed a jacket at her head.

Gwen let it fall to the floor. "I'll guard them with my life."

They shared a laugh.

"Love you." And with that, Peter slipped on his mask and flipped over the side of the railing, leaving a pile of clothing at Gwen's feet.

"You, too," Gwen called out after him. "I'll be here when you get back..."

She was left alone, the song's chorus washing over her.

Ah, Gwen. MJ could've written a list on all that girl's positive qualities, but then she'd be here all day. The one that stood out at the moment, though, was Gwen's ability to, like, actually listen to what you were saying. MJ had spoken more words to Gwen in one sitting than she had in all the time she'd lived with Mark.

"You can really get one?" Gwen said as she screwed and unscrewed the cap of her water bottle.

"Yeah, it's covered by my insurance." Mary Jane nodded, then took a bite of her abnormally thick sandwich – peanut butter, jelly, and honey on three slices of bread.

"Rent *would* be a lot cheaper with three people..." Gwen glanced up at the stage, where Kong was somehow managing to chew the scenery as King Duncan.

"And I can actually room with someone cool for once!" MJ beamed at her. "And Pete's aunt can move away from the crazy supervillain action. Everyone wins."

"Yeah… I can't blame her for that." Finally, Gwen took a sip of water. "I mean, after the Kraven thing, I guess I chose to stick with Peter through thick and thin, but… what about you? Don't you want to move somewhere safer?"

"Move? From the coolest city on Earth?" MJ merely laughed, leaning back in her seat.

Something about that gave Gwen pause. She couldn't put her finger on it. Maybe it was Mary Jane's tone – It'd seemed almost hollow.

"Everything okay?" MJ's voice yanked Gwen back to the surface.

"Yeah, it's fine," said Gwen. "It's just… you don't think it'd be weird for Peter to- to room with another girl, do you?"

"Depends on how much you trust him."

"You're right. Sorry. I mean, you *are* bi, so I guess I should be asking myself the same question…"

"Depends on how much you trust *me*."

"And then there's…" Suddenly, Gwen was brushing her bangs over her eyes, hiding them from sight. "I mean, we literally haven't mentioned it again since it happened, but… I did ask you out that one time." Her voice was something resembling a stage whisper. "You wouldn't be uncomfortable rooming with me, would you?"

"Depends on how much you trust *yourself*."

At this remark, Gwen return to screwing and unscrewing her bottle cap.

"Look, girlfriend, it's not as big a deal as you think." With her sandwich no more, Mary Jane moved on to licking the salad dressing off a baby carrot. "You guys know I'm a free agent again, and you and Tiger are, like, the purest couple in all history. Our life's not gonna become a soap opera overnight. And, c'mon, you only asked me out cuz you were desperate to get over Peter, and we all know how *that* turned out. Our date could've gone off without a hitch and it'd never have amounted to anything because, y'know, I'm not Peter Parker."

"Well… do you think we should at least *tell* Peter about our almost-date?" With a bit of effort, Gwen managed to meet MJ's eyes again. "Just for total transparency?"

MJ shrugged. "Your call."

A moment passed.

"Why trouble him with it?" Gwen let out a titter. "You're right, it was never gonna amount to anything." Another moment passed. "H-Hey, MJ?"

"Yeah?"

"If- If Peter and I do get an apartment… um…" The words were addressed to Gwen's water bottle. "…how… might one… obtain…" The last words were barely a breath. "…*birth control?*"

Yet another moment passed.

Then came the laughter. "You've been living with him for months and you haven't-?"

"*Nothing that would need birth control, no.*" Gwen's head was one smart remark away from exploding. "We're trying to respect his aunt about it-"

"I'm sorry, I'm sorry." MJ wiped her eyes, then patted Gwen's shoulder. "God, you two are cute. It's fine, I got a clinic I can take you to."

"Okay. Okay, thanks." Gwen took another sip – despite the bottle being totally empty by now. "So, um, once that- that first step is done… how exactly would one… go about…?" She trailed off.

"Go about what?" asked a voice from behind her.

Gwen made a soundthat'd fit in a jump scare video, then spun to find –Who else? –Peter coming towards them down the aisle.

"Sorry, didn't mean to sneak up on you. And sorry I took a minute." He held up a Starbucks cup as an explanation. "What're we talking about?"

"Oh, nothing that'd interest you," said Mary Jane, examining her nails.

"Did I miss your audition?"

"Not yet, Tiger." MJ looked to Gwen. They gave a mutual nod. "Actually, me and Gwen had a little proposition for you."

"Proposition?" The cup nearly slipped from Peter's hand, but he managed to catch it. "W-What kind of proposition?" His eyes did that thing male eyes do where they dart to the far wall so you don't think they were checking out your rack.

"Peter..." Gwen sat up so she could hold his hand. "How you'd like to have Mary Jane as our roommate?"

"Oh. Yeah. Roommate." Peter blinked. "That- That's an idea. But-"

Just then, Devereaux's deep voice rang out: "You're up, Miss Watson!"

"Oop, forgot." MJ sprang out her seat. "Wish me luck."

"Yeah..." Peter watched her go. "Luck."

"Did I hear you say 'luck,' Miss Watson?" As MJ drew near, an evil grin crossed Devereaux's face. "I'm afraid this is the wrong play for that."

MU laughed. "Really? Why?"

"Oh, I've heard about that," spoke up Gwen. "They say you'll doom yourself if you say 'Macbeth' in a theater-"

Boom. The entrance doors flew open, and into the theater stepped a body that made Mary Jane's blood run cold.

"Guys! I'm back from Europe!" He'd gotten a lot less scrawny, but his stripey orange hair was the same as ever. But that paled in comparison to the sleazy look on his face. That could never change.

"What?" Gwen sprang out of her seat. "Harry!"

“Bro?” Peter followed suit. “We haven’t heard from you in-”

“-a year. I know.” Harry gave an apologetic smile. “It’s been a pretty hectic one.”

Back on stage, Flash had frozen halfway up the wheelchair ramp. “The Osbrat returns? Great. I was *this* close to graduating and never seeing him again.”

“*Flash*, be nice,” murmured Sha Shan from behind him. “He probably just got out of rehab.”

Back below the stage, Harry was nearing Devereaux. “Hey, I know I’m not a student here anymore, but, well, my mom’s handling CEO stuff for now. I thought it’d be cool if I could do one more play at Midtown before all my friends graduate.” He glanced away. “Y’know, make up for the last one I missed.”

“Of course, young Osborn!” Devereaux’s face lit up. “In fact, that works out perfectly. Our acting talent has been stretched regretfully thin. Hobie Brown, possibly the brightest among us, quit the drama club for reasons beyond my comprehension. We don’t even have Mr. Allan here to work the lights anymore...” He hung his head, but Devereaux never could stay depressed for long. “And so I’ve been looking for someone to fill our play’s lead role.”

“Great! I’ll give it an audition.” They shook hands. “Thanks a lot, sir.”

(“At least there’s no drug to help cheat at *that*...” muttered Flash.

“Maybe methamphetamine,” muttered Sha Shan.)

And with that, Harry turned his attention elsewhere. “Guys?” His eyes met Peter’s and Gwen’s. “I know this doesn’t excuse anything, but- but the things I did… I had a psychotic episode. Total break with reality.”

“W-We get it,” Peter stammered. MJ could guess what was going through his head. Something like, *Well, if he thinks he was crazy before, then he doesn’t think I’m Spider-Man anymore, right? Right?*

“And Gwen?” said Harry. “I’d like to talk to you later.”

“O-Okay,” said Gwen.

“*Nuh uh*.”

“Hey-!”

The next thing she knew, MJ was dragging Gwen out the theater by the hand.

“Wait, Miss Watson!” Devereaux called after her. “Your audition-”

“Rain check, teach.”

MJ didn’t release Gwen until they were in the outside hallway. The poor girl barely even resisted. And, as MJ had predicted, Peter emerged after them a moment later.

“Mary Jane...” Gwen sighed. “I get why you’re freaking out. I promise you I do. But what happened… It wasn’t Harry’s fault. He was on the Green-”

“He tried to *murder* you, Gwen!” MJ’s voice caused a few stray students to turn their heads.

Gwen bowed her head. “I know, Mary Jane, but he’s spent a whole year in rehab, and- and it’s

not like his mom's gonna hook him up with more Green and another glider, right?" She was fiddling with her glasses again. "Can't we at least give him the *chance* to apologize?"

"He *hit* you! He shouldn't be coming anywhere *near* you! He shouldn't-" Mary Jane touched her cheek. It stained her fingertip with mascara. For a moment, the three of them stood there. Then MJ swore under her breath and bolted for it.

She didn't stop running until she'd found a secluded locker to throw herself against. MJ knelt down, hurriedly rubbing her eyes with the back of her hand. *Get it together, Watson.* This wasn't in character for a cool party girl at all.

Then, the moment MJ had been dreading – Peter rounded the corner. "Mary Jane?"

Slowly, MJ raised her head. "Hey, Tiger, promise me something? If Harry or- or any other creep touches Gwen again… give 'em hell for me."

"I promise." Peter offered a hand, helping her to her feet. "Y'know what, MJ? The more I think about you rooming with us… the more I like it."

While Peter ran off to console MJ, Gwen found herself staying behind by the theater entrance. She couldn't help but feel that allowing herself to get dragged out the room by her hand had been a bit too pathetic even for her.

Gwen was about to re-enter the theater, but then the door swung open on its own.

"Oh, G-Gwen." Harry drew back. He may have put on some muscle mass, but he was flightier than Gwen had ever seen him. "I thought you were- I- I was just leaving-"

"Harry, wait." *Okay, Gwen, deep breath.* "I want to hear what you have to say."

"It's not much, really." Harry sighed. "Just that I know what I did to you was unforgivable, and I'm sorry. When I was trying to get over the Green before, you were more supportive than anyone else in the world… and I took advantage of that. I took advantage of *you*." He started to walk past her. "If you never want to see me again, I understand."

But then he paused and turned his head back to her, expectant.

"I'm… glad you understand," said Gwen.

The last several days of Peter's and Gwen's internship had been spent organizing files. There were three whole drawers stuffed full of them, and frankly the sight of it all was making Gwen bug-eyed.

Peter knelt over their table, muttering the alphabet song as he skimmed a handful of papers. When he got to H, he trailed off.

"So… what do you think about Harry?"

Okay, Gwen had officially lost her place. "I think he just wanted closure. We won't be seeing him again."

"Yeah." They continued their work in silence for a minute. "I mean, I want to believe he's gotten better, but… we already went through this with Otto. I trusted him, and he hurt you. I don't want to give Harry the same chance."

“Can’t say I blame you.”

After that, the silence wasn’t marred again until Peter’s phone went off. “Hello?” He held it to his ear. Gwen could hear Jameson’s screams from the other side of the table. “I, uh-” Peter hung up. “I gotta go take some pictures. There’s a twenty car pile up on Third Avenue, and, err, the rescue workers could probably use a hand.”

“*That’s horrible.*” Gwen shook her head. “Be safe out there. Oh, but don’t forget to text Aunt May that you’ll be late getting home.”

“Right, right. Feels weird to actually tell her the truth...”

“Love you.”

“You, too.”

Peter knelt over for a goodbye kiss… but then a voice called out, “No schmoozing during work hours, Mr. Parker.”

“Right, sorry, Dr. Warren...” Peter rolled his eyes as he exited the lab.

Now it was just Gwen and Dr. Warren. Well, there was also Debra Whitman, but she’d seated herself three tables away from Gwen.

“You have done a *remarkable* job, little lady.” Warren inspected Gwen’s work with a growing smile. “You’re going places in the world, Miss Stacy. I promise you that.”

“Well, you seem in a good mood.” Gwen found herself smiling, too.

“Yes, well...” Warren adjusted his lab coat. “One of my long term projects has finally come to fruition, and the results have been above and beyond my estimates.”

“It survived the gestation this time?” Emily gave her phone’s receiver a skeptical eyebrow. “And it’s healthy?” She paused for a reply. “That *is* encouraging. In fact, I’d like to see it in action. Perhaps we could arrange a demonstration…?”

“Mom?” Just then, a head of stripey orange hair poked its way into her office.

“I’ll call you back, Warren.” Emily hung up. The moment the phone was down, her face was flowers and sunshine. “Harry! Back from your old school?”

“Yeah, Mom.” Harry smiled, then held up a small booklet. “They said I could audition for the last play of the year, and I was, I don’t know, hoping you could help me practice my lines.”

“Of course, dear.” She beamed at him.

Harry handed her the script and showed her the lines, and then the two of them set to work reciting:

“My dearest love,” said Harry, “Duncan comes here tonight.”

“And when goes hence?” asked Emily. Though she was merely reading, she gave a commendable performance.

“Tomorrow, as he purposes.”

“O, never shall sun that morrow see! Your face, my thane, is as a book where men may read strange matters. To beguile the time, look like the time. Bear welcome in your eye, your hand, your tongue. Look like th’ innocent flower… but be the serpent under ’t.”

Abstinence

There hadn't been this much commotion on Peter's home street since Damage Control fixed Gwen's house. The Parker family had needed two moving trucks lined up – one for May's stuff and one for Peter's and Gwen's – so they'd ended up hogging the lion's share of the road.

"Goodness, you weren't kidding when you said not to bother with a moving crew." Aunt May applauded as Peter set down her grand piano. "Are you sure you can't help us unload it in Pennsylvania, too?"

"Sorry, we'll be too busy with the apartment." Peter hopped down the truck's ramp so he could meet May by the front door. "I'll miss you, though."

They shared a hug. "And I'll miss you and Gwen."

"Aww, I'm starting to feel left out." Just then, MJ came out the door with a box in her arms.

"Yes, I'll miss you, too, Mary Jane." May chuckled at her. "As will your aunt."

"Well, she's got her new hubby and stepkids to keep her busy."

"Oh, that reminds me." May turned back to Peter. "Nick will be here soon, so you need to go ahead and load the bookcases before he sees you..." She ushered him inside ("Nick" being Dr. Bromwell. Yes, he had a first name. Peter had been shocked).

Aunt and nephew made their way through the maze of boxes where the living room had once stood. With MJ outside and Gwen upstairs packing up her room, Aunt May was bold enough to say, "So you're going to be living with *two* pretty girls?"

Peter went pink. "Well, uh, MJ's been a good friend of mine and Gwen's for a while now."

May raised an eyebrow. "And you're not worried things will be awkward? It sounds like that old sitcom with John Ritter."

"Yeah, I've suspected my life's a sitcom for a while now..."

The drive from Forest Hills to the outskirts of Empire State University was only, like, an hour, tops. An hour which Peter feared would pass in silence.

This stupid truck was supposed to seat three people. This was technically true, Peter supposed, except that he and Gwen had barely managed to squeeze inside, and they were *tiny*. MJ was in the driver's seat while Gwen had the other window seat, meaning Peter would be spending the next hour with his arms carefully folded on his lap and his eyes fixed dead ahead.

This silence was gonna kill him. Peter was *Spider-Man* – Silence was unnatural to him. He wasn't sure he'd been silent for five consecutive minutes ever since that spider bit him. Wait, what if that was actually one of his superpowers? *Whoa.*

"Oh, look, a jaywalker." Peter leaned forward in his seat, pointing out at the windshield. "Careful not to run him over."

"Yeah, I got it," said Mary Jane.

Back to silence.

“Hey, a squirrel in the road! Careful not to run it over.”

“Yeah,” MJ said dryly, “I’m not playing GTA here.”

More silence.

“Look at that, it’s a street mime,” said Peter.

More silence.

“Oh, there’s another jaywalker. Careful not to run him over.”

One last bout of silence.

Then the truck filled with laughter. “Oh my god, I totally forgot, your boyfriend tells jokes.” MJ turned in her seat to grin at Gwen. “I’m not even sure Mark knows what a joke *is*. Man, living with you guys is gonna be *so much* better.” As she spoke, Mary Jane slowly shook her head. “Mark was fun at first, but then we started to get serious, and it got way too complicated, and our feelings got all mixed up like they do in literally every relationship I’ve ever been in. That’s why it’s better to hang with you guys. Circumvent the whole thing-”

“*Okay, seriously, don’t run over the jaywalker!*” At Peter’s words, the truck gave a sudden lurch.

“Sorry, sorry!” Once everyone was sure they weren’t gonna die, Mary Jane gave Peter’s shoulder a pat. “Thanks for the heads up, Tiger.”

“N-No problem.” Peter found his eyes gravitating towards the perfectly manicured fingernails bobbing up and down on his shoulder. He scooted closer to Gwen.

It took another forty-five minutes for it to occur to Peter that the girls would’ve had a lot more space if he’d just web-swung to the apartment.

Here they were. It wasn’t the fanciest apartment complex – more or less just a dull, gray structure, not unlike a prison – but the important thing was you could see some of the ESU buildings poking out over the shrubbery. Peter wasn’t in the mood to sightsee, anyways. The sooner they unloaded everything, the sooner they could go to sleep. The sun was only just setting, and the girls were already fixing to pass out from exhaustion (This was more of a light workout for Peter, though).

“How’d I do parking?” Mary Jane glanced at the yellow pavement lines in the truck’s rearview mirror.

Gwen had long ago fused to her seat cushion. “I can’t believe we’re alive.”

“Well, I don’t see either of you two getting your license...”

As soon as the truck was in park, Peter hopped out and swung around back so he could stack a dozen or so boxes in his arms. He left two or three for the girls, though, just to be fair.

“Sure you can handle that, hotshot?” MJ barely disguised her smirk.

“Yeah, this is- *Whoop!*” Peter nearly spilled everything on the apartment steps, but he managed to catch himself. “This is nothing.”

He tilted his head to discover a girl at the top of the stairs.

“I mean, ahh!” Peter promptly bent his knees and put on his best constipated face. “Heavy! Heavy!”

At a glance, the girl looked the same age as Peter, Gwen, and MJ. Her frizzy brunette hair fell to her shoulders, and she wore little more than a t-shirt and shorts, even going barefoot on the hot stone. Their arrival had probably woken her up.

“Hey.” Peter waved hello, which left him scrambling to regain his balance. “We’re the new neighbors.”

But at his approach, the girl cried out, then turned tail and sprinted up the stairs. She buried herself in the arms of a man waiting outside one of the doors. An awfully familiar man...

“Dr. Warren?” Peter shared a look of surprise with Gwen. Man, it was weird to see the guy out of his lab coat. He was wearing, like, jeans and a polo shirt. It didn’t look right.

“Gwen!” Speaking of not looking right, Peter had never seen the guy this happy before. “You’re moving here?”

“Uh, yeah.” Gwen tried to smile, though the weight of her box strained it. “We all are. We wanted to live closer to campus. Guess you had the same idea?”

“Indeed. It seems like we’ll be seeing a lot more of each other from now on. I must say, I look forward to it.”

Peter tried to get another look at that girl, but the moment he did, she hid her face.

“That your daughter?” asked MJ.

“Something like that.”

The girl leaned into Warren’s ear. Peter thought he heard her whisper, “*Can I go, Mas- err, Mr. Warren?*” She sounded really soft and scratchy. Definitely not her natural speaking voice.

“*Yes, pet.*” Warren kissed her forehead, then put his hands on her shoulders to usher the girl inside. “I apologize. She’s terribly shy.” Yeah, that’d be a plausible explanation if the girl was ten years younger. “Take care of yourself, little lady.” And with that, he and the girl vanished into his apartment.

The moment he was gone, Peter’s head turned to Gwen’s. “How can you be ‘something like’ a daughter?”

Gwen shrugged. “Maybe he meant she’s *like* a daughter to him? I mean, that’s how your aunt sees me...”

“Still a weird way to put it.”

“Get your cute rears in gear, lovebirds.” MJ pushed past them with her box. “You can stand around and gossip when my arms aren’t about to fall off.”

By the time Peter dropped the final box on the floor, it was pitch black out. He caught his breath for a minute, admiring his handiwork. It was home. A home whose every square inch was occupied by boxes and overturned furniture, granted, but home nonetheless. Wasn’t much, really. There was a living room, a kitchen the size of a broom closet, two bathrooms, and some

bedrooms. All in all, it was slightly smaller than the downstairs part of Peter's old house.

"Was that everything, Tiger?" came MJ's voice from behind him.

Peter moved aside so she could enter the living room. "Well, I got all the boxes and furniture up here-"

"-and I unpacked all the food," came Gwen's voice from the adjacent kitchen.

"-and I returned the U-Hauls and set up the beds. Girl's gotta have her priorities." MJ slinked off towards a bedroom. "Dibs on the bigger bed." Peter caught her wink right as the door shut.

"Wow. I mean, um..." Slowly, Peter's eyes turned towards the kitchen.

From the kitchen, Gwen's eyes had done likewise towards the living room. She went scarlet, brushed a strand of hair from her eyes, and turned away. But she couldn't hide that smile.

The concept of lazy Saturday mornings was alien to Jameson. As far as he was concerned, not showing up at the Bugle bright and early on the weekend was a fireable offense.

It was for this reason that the tune of *The Itsy-Bitsy Spider* roused Peter from his slumber. Ugh, he could see the sunlight on the back of his eyelids. They'd have to make setting up the curtains their next priority. Without opening his eyes, Peter reached for his phone from the bedside charger.

But instead, his hand found something soft and squishy.

"*Whuh-?*" Oh, he'd slept on the opposite side of the bed from where he'd always slept at May's house. Which meant that instead of his bedside charger, Peter had grabbed…

His hand jerked away like he'd touched a stove top. He scrambled to turn off his alarm for real this time, then frantically rolled back around on the mattress. Oh, thank god, she was still asleep.

He watched her chest rise and fall for a while. There was something soothing about it. Falling asleep with Gwen in his arms had been the most natural thing in the world. It'd only been one night, and already the thought of sleeping alone felt wrong to Peter.

Suddenly, Gwen rolled over, causing the neck of her t-shirt to loosen. From this angle…

Peter's eyes snapped shut. That- That shouldn't have been a surprise, really. It wasn't like girls wore their bras to bed. That'd probably be super uncomfortable. This was normal. This was a normal adult thing to see. Peter wasn't thirteen anymore, and besides, the internet had left him extremely jaded. He didn't go bananas at the sight of boobs. They were, y'know, they were just boobs. Didn't phase him. Boobs. See? Nothing. Boobs. Boobs, boobs, boobs-

"*Peter…?*"

"*GAH!*"

Her eyes were open. Her eyes were open! THIS WAS NOT A DRILL.

"Gwen, did I- err, did I wake you up?" Peter drew back towards the edge of the mattress. "I'm sorry."

But then he noticed something – Gwen's eyes were examining Peter's boxers in a manner not unlike how his had examined her t-shirt. Her evil smirk could put any one's of his rogues gallery

to shame. “Don’t be.”

Asdfkldvnkljcvnwefkljfkewguh, said Peter’s brain.

Gwen leaned into his ear, then murmured, groggy, “What time d’you go to work?”

“I- I need to leave in like an hour.”

A hand crept up the inside of his shirt like a spider. “You’re calling in sick.”

“I’m calling in sick.”

Mary Jane was shaken awake.

“*Huh-? Whuh-?*” She bolted upright, darting her head around. “Where’s the earthquake?”

There was no one in here but her. How…? *Oh*. Right.

MJ smiled, shook her head, put in earphones, and then went back to sleep.

It wasn’t until the smell of omelet tempted them out that Peter and Gwen finally left their room. The two of them wandered over to the kitchen, where Mary Jane was standing guard at the stove.

“I see you’ve emerged from cryosleep.” MJ spared them a glance. Their hair was a mess, their t-shirts looked like they’ve been wadded into a ball and then unwadded back out, and they could *not* stop smiling and giggling at each other, not even for a second. “I should warn you, a lot has changed here in the year three thousand.”

“Morning, MJ.” Peter grinned at her, too, then wiped the layer of sweat from his forehead. “We really need to get a ceiling fan in that bedroom.”

“Duly noted.”

Peter sniffed the air. “You making breakfast?”

“It’s one in the afternoon, Tiger.”

“Oh.” Peter checked his phone. “Will ya look at that…?”

“I was just hungry for omelets, and I think it’s dumb that you’re only allowed to eat certain foods at certain times of day.” MJ cracked three new eggs onto the skillet, fusing them together into one big mass. “I mean, isn’t that weird? Ever thought about that?”

“Y-Yeah, I guess that is pretty weird,” Gwen said faintly.

Peter turned back to her. “You okay?”

“I’m fine. The room’s spinning, that’s all...”

Peter helped Gwen to a seat at the counter while MJ added butter to the skillet. Actually, it was just one of those lame butter substitutes. MJ hadn’t eaten real butter in over a decade.

“Y’know, the only reason people drink coffee and orange juice at breakfast is because of aggressive marketing campaigns.” MJ waited for a reply that didn’t come. Alright, it was becoming apparent that trying to talk to the lovebirds right now was a fruitless endeavor.

They were too preoccupied with Gwen breathily whispering something in Peter's ear. MJ wasn't positive, but she thought it sounded like, "*Wall-crawling isn't the ONLY trick that spider gave you...*" Not that she was eavesdropping or anything.

"*Gwen, shh!*" Peter barely stifled his laughter as he fixed his girlfriend a plate. MJ, of course, was left to fix her own.

Mary Jane sat down across from them. Peter and Gwen stood back up. MJ had never *seen* human beings devour food so quickly. It'd been kind of terrifying.

Then Gwen gave Peter's arm a meaningful tug.

"*Really?*" he whispered. "*Again?*" She nodded.

And with that, Gwen waltzed out the kitchen while Peter made his way to the minifridge. After a minute of searching, he retrieved a pair of bottled waters. "Phew, there's still some left."

MJ's eyebrow had crawled way up her face. "Didn't I buy a huge pack of those yesterday?"

"Sorry. I'll pay you back..." Peter winced, then scurried off towards his bedroom.

Mary Jane was left alone to stare at her misshapen omelet. "I've created a monster."

For some reason, concentrating on biology class was astronomically more difficult than usual. When Gwen should've been studying the musculature outlined on the whiteboard, she instead studied the musculature outlined on Peter's t-shirt. He'd worn that same blue one so often, it'd gotten smaller on him.

Then Gwen realized *he* was also studying *her*, and this was sufficient to send the two of them into another fit of suppressed giggles.

"In short," Professor Warren was saying, "the sex of every person in this class was determined by the pair of chromosomes we received in the womb. It's a rather famous piece of trivia that all fetuses begin life as females. Male fetal tissue doesn't develop until a special kind of protein, SRY, activates the genes. So if you've ever wondered why men have nipples, there's your answer."

The remark prompted laughter from the class.

"And on that note, we'll leave off until tomorrow. Oh, and a reminder, class will be cut short this Friday so the seniors can hear a guest speaker discuss abstinence."

Gwen and Peter traded more glances. Those giggles weren't getting any easier to stifle. Actually, come to think of it, they didn't seem to be the *only* seniors experiencing this issue...

Peter was eager to scurry out once the bell rang, but Gwen asked him to wait outside. After a minute, the classroom had emptied itself, leaving only Gwen and Professor Warren.

"Excuse me, sir?"

"Yes, Miss Stacy?" Warren gathered some papers together as he spoke.

"Um, maybe this is kinda weird, but Peter and I are living in the same apartment complex as your brother-"

"Really? I'm sure he appreciates the company."

"-and, um, I wanted to ask… There was this brunette girl with him. Looked about my age? She seemed really shy. Like, I thought she might have agoraphobia or something." Gwen fidgeted with her glasses. "Do you know anything about that?"

The papers had exploded across the desk.

"A girl *your age?*" Warren scrambled to straighten it. "What do you mean, 'with him?'"

"I don't know, she went into his apartment. They seemed close..."

"Well, I- I don't know anything about that." Warren gathered the whole stack together, then rose from his chair. "I can ask him about it, but… I'm sure it's nothing." That last part was said more to himself than to her. "Good day." And with that, he exited the room.

Gwen herself exited a moment later.

"What was that all about?" As promised, Peter had waited for her.

"Nothing," said Gwen. "Nothing. I need to get to band practice. It was nothing."

After school that day, Dr. Warren had called to let Gwen know he was sick and wouldn't be at the lab for their internship.

The next day, they'd had a sub in biology. At the internship, Gwen had asked Dr. Warren about his brother, only to learn the man hadn't been returning any calls lately. Dr. Warren had assured Gwen he'd check on his brother as soon as he had the time, and that'd been the end of the discussion. Gwen hadn't been brave enough to ask about the mystery girl.

They had the same biology sub the next day, and again today.

The drama club didn't meet, and so Mary Jane was already back by the time Gwen and Peter came in the door.

"Gwen?" MJ's voice carried from her bathroom. "Help a girl out?"

"Coming, MJ." Gwen pushed her way into MJ's bedroom, then the adjacent the bathroom… and the sight within left her breathless.

There Mary Jane stood, her bare back facing Gwen. The only article of clothing on her entire body was a pair of scarlet panties. To be fair, MJ was attempting to put on a bra, but the hooks didn't seem to be cooperating.

"They want me to pose in this *really* low-cut dress, so I've gotta wear this strapless monstrosity." MJ laughed. "You need, like, a physics degree to operate this thing. I just need to make sure it doesn't slide down my waist halfway through the shoot. Though maybe that'd improve the quality of the pics…"

It was no wonder that was a problem! MJ's waist was- Wait, what'd she said? "Who's 'they?'"

"Oh yeah, I never told you lovebirds. I got 'discovered.'" Mary Jane rolled her eyes, though in more of a playful way than a disdainful one. "I've been giving modeling a try. Not the worst career path for someone with my… assets."

Message received loud and clear. Gwen had always thought MJ belonged on magazine covers.

“Peter!” she called out. “You hear that? MJ’s gonna be a supermodel!”

“I instantly believe that!” came Peter’s voice from the living room. “Not being sarcastic. I believe it. Don’t even need to see any evidence.”

Gwen returned her attention to MJ. “Aren’t you really young, though?”

“A month shy of eighteen?” From the mirror, MJ smirked at her. “That’s a little old for them, actually. In fact, my scout’s kinda fast-tracking the whole process for me. Pretty cushy job. So long as you two pull your weight, rent will never be a problem again, and I’ve even got my own personal photographer. Probably not as good as *your* personal photographer, though.” She pointed to the living room with her eyes.

“Heh. Yeah.” MJ’s hair was pink compared to Gwen’s face. Here she was, sweating and stammering, while MJ was cool as ever, meeting the reflection of Gwen’s eyes in the-

Wait. The mirror. *There was a mirror?*

Gwen made a noise that could only be described as a yip, then hurried to help with MJ’s bra. “*Sorry, I got distracted. Let me help you with that-*”

“Cool your jets, bottle rocket.” Now MJ’s reflection was winking at Gwen. *That is NOT helping with the cooling of jets, MJ.* “Haven’t you ever seen boobs before?”

Not ones that look like THAT. “Yeah, I’m just not used to- to rooming with other girls, I guess.” Hooking this stupid thing would’ve been a challenge even if Gwen’s hands *hadn’t* been shaking. Her brain wasn’t used to doing it from the opposite side. “Only child and all.”

A supermodel. Mary Jane Watson, a supermodel. And here Gwen was, fixing to go slave away at Burger King. She’d just gotten transferred to one closer to the apartment, and the new manager was the biggest jerk… And- And here Mary Jane was, being a supermodel.

“Hmm.” With her bra finally on properly, MJ made for the scarlet dress lying out on her bed. “Interesting.” She managed to put it on without even smearing her makeup. She could do no wrong. “Anywho, thanks for the assist.” Once that was done, MJ threw on her heels and glided out the door like an otherworldly being. “Later.”

MJ’s absence freed the apartment from a spell. Finally, Gwen was able to return to the living room so she could plop down on an armchair and stare at the wallpaper.

“Well,” spoke up Peter from the opposite armchair. “That was really someth- I mean, err, I’m really happy for MJ.”

“Yeah,” said Gwen. “Me, too. Happy. She gets to be a supermodel, and I get to be a… cash register girl.”

“To be fair, I’ve seen some *really* cute cash register girls,” said Peter. “Especially this one who was, like, blonde with glasses and a headband...”

Gwen managed a laugh. “Thanks. You’re sweet.” There was silence. “Hey, Peter, do you think we have enough time before work to-?”

“*Yes.*”

When Mary Jane had first been approached by that talent scout, she’d thought she was being

punked. But here she was, months later, walking home from her umpteenth photoshoot. Now the magazine people had their Woman's Fashion Whatever cover, and MJ had an extra four hundred dollars in the bank. Fair trade.

Anywho, that was over, and it was getting dark out. Time to step back into the lovebirds' nest.

"Anyone still awake?" The door creaked open, and MJ glanced around the living room.

It was lit by a single lamp, placed smack in the room's center. Its light draped shadows over the boy and girl, each seated in an armchair at opposing sides. MJ almost wished her photographer had followed her home so he could get a pic of it. The image conveyed their emotions so perfectly. There was Gwen, work uniform still on, mascara running down her face, trying not to glower too hard at Peter, who merely had a scowl running down his.

Mary Jane blinked. Didst thine eyes deceive her? "Wow, the other shoe dropped *way* sooner than I-" Okay, their faces were telling her to keep her mouth shut.

Gwen turned away. "It's really not your business, MJ..."

Peter shot back with a sigh. "Gwen, please, I know you're upset, but you shouldn't take it out on Mary Jane-"

"I'm not *upset*, Peter, I'm *patronized*."

"Well, I'm sorry you feel that way, but if I'm not comfortable, then I'm not comfortable-"

"Yeah, you're not comfortable because you apparently think I'm made of tissue paper."

Peter sprang from his seat. "*I promised to be good to you. I promised that, and I hurt you-*"

"It's just a *bruise*, Peter!"

This was officially weird. MJ had seen her share of domestic disputes, but this was the first one where the couple was screaming about how much they *didn't* want to hurt each other.

"Yeah," said Peter, "but bruises have a way of compounding when you want us to do it forty-seven times a day because you don't think you're pretty and I have to keep proving you are over and over and-"

Gwen's witty retort sounded an awful lot like a strangled sob. Before Peter could get another word in, she turned and fled into their room.

Peter started after her, but MJ held out an arm. "Bad idea, Tiger." When he relented, she gave him a look. "What did you *do*, exactly?"

"What did *I* do?" Peter spun around, throwing his hands up. "I'll tell you what I did – I fell in love with a crazy person! Crazy knocked on the door of my life, and I answered it!"

"Okay, okay, I'm sorry," said MJ, recoiling. "Didn't mean to point fingers."

"I just- *God*, it's not fair." But Peter's mouth kept running independent of hers. "What if the genders were flipped? Wouldn't the guy be in the wrong there?"

"Yeah, I know, double standards suck." MJ put a hand on his shoulder. "But I really doubt Gwen means it that way." She bowed her head. "Girl's got something of an inferiority complex, if you hadn't noticed."

That knocked the wind from Peter's sails. "The last thing I want to do is make her feel bad about herself… but- but it's just so easy to do it by accident!"

"Them's the breaks. You fall in love with someone, you gotta deal with their baggage." MJ worried she might be pushing it, but be continued, "And for the record, whatever baggage Gwen's got pales in comparison to *yours*."

But Peter didn't argue. Instead, he simply muttered, "*I'm sleepin' on the couch...*" and then slinked off towards it.

With that, MJ could finally return to her own bedroom, throw down her purse, and plop down over the covers. She didn't even bother changing out of her dress. She probably should've gone to comfort Gwen, too, but at this point, MJ was struggling to keep her eyes open. What a day this had turned out to be.

At least *Peter* only had to deal with *one* person's baggage…

Postpartum Disorder

Mary Jane had slept with her makeup on. *Ugh*. Could someone please, like, melt off all the skin on her face so she could surgically graft on some more? It only took one pimple to end her career.

After two hours of scrubbing and preening, MJ finally emerged from the bathroom and tossed her scarlet dress into the invisible clothes hamper by her bed. She was only going to school this morning, which meant she'd be wearing the two hundred dollar boots instead of the six hundred dollar ones.

Once she was fully clothed, MJ entered the living room with purse in hand. She braced herself for the sight of a poor, broken lovebird that'd fallen out of its nest and onto the couch.

Instead, what she found was Peter and Gwen sitting up on the sofa, trapped in mutual vice grips and smearing a mix of tears and slime over each other's mouths.

"*I'm so sorry.*"

"*Me, too.*"

"*We're never fighting again.*"

"*I love you.*"

"*I love you, too.*"

So basically, the other chick had dived out the nest so they could both be poor, broken lovebirds together. That was a reasonable conclusion to this little episode, MJ supposed.

She walked up to the couch and cleared her throat. "I see you're busy, but if I can have your attention for a sec...?"

Somehow, the lovers managed to pull themselves free for a moment.

"Uh, MJ..." The mix of crying and kissing had left Gwen's face bright red. "Sorry I snapped at you last night."

"Under the bridge, girlfriend." MJ shook her head, smiling. "Just wanted to point out that it's the first of April, A.K.A. the worst day of the year, so if either of you pull a prank on me, I'll declare a blood feud so my descendants hunt down and murder your descendants until you've been culled from the gene pool. That cool with you?"

Peter grinned. "Prank you nonstop until midnight. Got it."

"Also, if you see anything unbelievable on the internet, it's not true. Not just today, but in general." MJ's eyes landed on the trail of ooze on Peter's chin. "You going to school like that?"

"Oh, right, right, school." The lovebirds hurriedly peeled themselves off each other.

Mary Jane listened intently. She remained perfectly silent, save for when it was appropriate to giggle.

"Really? That is *so* interesting! Well, McKeever, sounds like you've got a promising career in TV

ahead of you."

"I, uh, said I was gonna be a radio host."

"Yeah, whatever. Hey, you gotta tell me why they call you 'Tiny' sometime. Y'know what they say, big things come in small packages…" MJ shot him a wink before strutting across the picnic tables with tray in hand.

She seated herself at one of the tables across from the lovebirds, who, naturally, were sitting as far apart as they dared without looking to passerby like they'd broken up. "Hey, roomies."

The greeting wasn't returned. Seemed the roomies were too busy gawking at her.

"What?" said MJ.

"Were you just hitting on Tiny McKeever?" A baloney sandwich had frozen halfway to Peter's mouth.

"I don't know. I hit on lots of people."

"Yeah, but *Tiny McKeever?* He makes Kong look like Stephen Hawking!"

MJ shrugged. "He's cute."

Uh oh, she'd earned herself The Look. Gwen peered over at her, arms folded. "You spent five hours the other day ranting to me about how men were scum and you never wanted to touch another one in your life."

"Oh yeah." Mary Jane gave this a moment's thought. "Well, I had a fling with Jenny Carson from Trig, but it turns out gals can be just as scummy as guys, so what am I supposed to do, not make out with *anyone-?*" She was cut off by the sound of hacking from Peter's end of the table. "You okay there, Tiger? Need me to do the Heimlich?"

"I'm good, I'm good." Peter chugged down his milk carton. "I just, uh, didn't know you were into girls, too."

"Really?" Gwen's head shot towards him. "You didn't know?"

"Then you've obviously been going to the wrong parties." MJ's smirk only widened the redder Peter's face got. "Aren't I just full of surprises?"

"We're sorry," said Gwen, placing her hand over Peter's. "We should've made sure you knew before we roomed with her-"

"No, no, it's cool." Peter gave her a reassuring – albeit somewhat shaky – smile. "I mean, *you* trust *me* enough to room with her, *I* trust *you* enough to room with her, right?"

Gwen nodded. "Right."

"And, c'mon, this is *MJ*. She's not gonna make a move on you."'

"Yeah." MJ flashed Peter a smirk. "Sorry to get your hopes up, Tiger."

The remark earned some jittery laughter.

"You may sneer, and you may laugh, but I truly believe that abstinence until marriage is the only

path to a healthy, virtuous life." The guest speaker paced the basketball course, coming to a stop beneath a banner proclaiming "MIDTOWN ABSTINENCE DAY." The guy had a wrinkled suit and hair that looked greasy to the touch. The sight of it made Gwen's stomach churn.

Then Gwen's eyes flitted to the redhead seated a couple inches beside her and Peter. That sight made Gwen's stomach churn, too, but for a whole different reason.

"When I was seventeen," the speaker continued, "the age of many of y'all here, I went to a party in my hometown of Nashville. Thought I was gonna be the coolest kid in my class."

Peter gave Gwen a wry look. The two were sitting about half a millimeter apart on the bleachers, surrounded by a horde of senior boys and girls giving each other equally wry looks.

"And there, I met the prettiest girl I ever did see. She wanted me to take her into the bathroom, but I said *no*, and I have never once regretted that decision. *Never once*." A faroff look overtook his eyes. "Even when she laughed at me. Even when all the other kids in my class laughed at me." He shook himself out of it. "Know why? Because by staying abstinent, not only have I helped preserve a closer relationship with our savior Jesus Christ-"

"*Thor's is the one true religion!*" screamed a student from the crowd, sending a swarm of teachers down on his poor, brave head.

"-but I've also protected myself from countless STD's." The man clicked a remote, and on a curtain behind him, a PowerPoint presentation appeared. A PowerPoint presentation that included… pictures.

"Well, I don't know about you, but I'm scarred for life."

Pro tip, you can save on rent by getting the apartment at the veeeeeeeery top of the stairs. Of course, this resulted in quite the journey for Peter and Gwen, but they had trouble seeing any alone time with each other as a bad thing.

"That slideshow wasn't, err, anything *we* have to worry about, for the record," said Gwen.

"We could still give each other a yeast infection or something," said Peter.

"I'm sitting right here," said Mary Jane.

"*Gah!*" Peter and Gwen sprang back in the doorway like cats with their hair on end.

Mary Jane was indeed seated on the couched nearby – though actually, it'd be more accurate to say she was slouched over it. She'd gone belly-up like a beached whale, allowing her hair to dangle freely over the side of the armrest. Her limp arm fell to the carpet, and she clutched a phone in her hand.

"MJ, w-we thought you were at drama club," said Gwen, fidgeting with her jacket strings.

"Wasn't feeling it today," Mary Jane said dully. "Had enough drama for one week..."

The couple traded glances.

"You okay?" asked Peter.

"I'll live." MJ took a breath. "You guys were right about Tiny. It was like talking to a tree stump." She rolled over on the cushions, groaning. "Why do I do this crap to myself? Every kid in

school's the same." She paused. "Well, except you guys. You two are the coolest people ever."

"Um, thanks," said Gwen.

MJ's lids crept over her eyes. "I should call Mark," she suddenly said. "I was a bitch to him. I oughtta apologize."

"*Hey, wait-!*"

"*You can't-!*"

The couple roared to life, dashing towards her across the living room.

"MJ, you spent the last month telling us Mark's the Antichrist!"

"He threw hot lava at your head!" Gwen looked tempted to wrestle the phone from her fingers. "If you get back in touch with him, you'll be at each other's throats again within a day."

"You're right, you're right. Sorry." At the barrage of words, Mary Jane allowed her cell to tumble out of her hand and onto the carpet. "Ugh, I don't even *want* to see Mark. I hate Mark. I'm just..."

"Lonely?" offered Gwen.

MJ's only reply was a grunt.

"Well, uh..." Gwen traded another glance with Peter before saying, "I didn't get any hours today."

"And it's a slow news week. They don't need me." Peter sighed. "And I can only rearrange the Bugle's homepage so many times before they start to wonder why I'm still there."

"You could hang out with us if you want," finished Gwen. "We've gotta go to our internship in a bit, but that won't be all day. I-I know Peter and I have been, err, keeping to ourselves all week." The admission left her face marginally redder.

"Really?" MJ looked up at them, then pushed herself upright. "Thanks. You guys really are sweet."

"D-Don't mention it." Peter's eyes flitted from one girl to the other. "So, uh, what should we all do, exactly?"

"I dunno," said MJ. "Something wholesome."

"It would give me great pleasure..." The Beast sounded three seconds away from smashing the door to pieces and force-feeding Belle the wood chips. "...if you would join me for dinner." After a hushed reminder from Cogsworth, he added, "*Please*."

"No thank you!" came Belle's voice from the other side.

"*You can't stay in there forever!*"

"Yes, I can!"

"*Fine! Then go ahead and STAAAAAAAAAAAAARVE!*" He turned to his servants. "If she doesn't eat with *me*, then she doesn't eat *at all*."

Gwen groaned at the screen. "There it is. There's where the Stockholm Syndrome sets in."

Beside her on the couch, Mary Jane muttered, "W-Well, it's not *really* Stockholm Syndrome, technically..."

"Whatever. He's holding out food until she does something romantic with him. It's gross."

"Yeah, Beast is kind of a creep," said Peter. "Err, not the X-Man. That guy's really nice."

This couch MJ's aunt had given them was alright, but it was a tight fit for three people. Normally, Gwen would save space by sitting on Peter's lap, but they'd actually ended up on opposite sides today, meaning Mary Jane was wedged between them. Her and Peter's thighs kept bumping into each other. Combine that with the tiny screen on their ancient, box-sized TV, and it wasn't the most comfortable moviegoing experience ever.

"Well, okay, this movie *is* a bit on the weird side," said MJ through a mouthful of popcorn. "Like, why does Gaston want to marry Belle so bad? Those three blonde chicks are way hotter than her. The movie should end with him, like, having a foursome with them."

Peter and Gwen gave the remark a polite chortle. Peter inched himself closer to the armrest. Come to think of it, the living room could use a ceiling fan, too.

Alright, this tension obviously needed to be cut. "That reminds me – Y'know, when you guys first brought up having MJ for a roommate, f-for a second I thought you were about to propose a three-way or something." Peter's voice had gone considerably higher towards the end of that, ending in jittery laughter.

Gwen joined in. "*Ha! Whaaaat?* Oh, yeah, right. Wishful thinking much?" The laughter hadn't stopped yet. "That's just- *Ha.* W- *You* should- should *be* so lucky." She paused. "*Come onnnnn.*"

"Heh. Yeah." Peter glanced away. "I've spent too much time on the internet."

The laughter finally died, and the three of them continued their movie in silence. Peter took a sip of his Coke.

"I'd be down for that," said MJ.

Peter spent the next several seconds hacking up his lungs.

"*You okay?*" Gwen sounded like she could use a sip of Coke herself.

"Yeah, just- just swallowed wrong." Peter's head snapped towards MJ. "*What did you say?*"

"I don't know." Peter and Gwen were both gaping at her, but Mary Jane herself seemed preoccupied with filing her nails. "Just that I'd be cool with a threesome if you guys are."

The only sound in the room came from the TV. But its noise was drowned out by the volume of the eye contact Peter and Gwen were making behind MJ's back. Gwen was trying her best to turn invisible while Peter was doing everything in his power to not look like a dog begging for scraps at the foot of a table.

"Hey, you'll never guess who dubs Beast in the Chinese version of this," MJ said, turning back towards the screen. "It's J-"

"You want to have a *what?*" This was apparently the push Gwen needed to find her voice.

"A threesome," MJ said immediately. "A *ménage à trois*. An MFF. It's where you-"

"*I know what it is.*" Gwen's glasses had gone askew. She didn't fix them.

"And all I said was I'd be *cool* with one." MJ slouched in her seat, shrugging her shoulders. "Y'know, hypothetically."

"Right, right," said Peter. "Hypothetically."

"But I seriously will do it right this second if you want." And then MJ was back up.

"*What?*" She'd gotten Peter and Gwen talking in synch. "*Right now?*"

"When did you want to, next year?" MJ set down her nail file, then grabbed the remote to turn off the TV. "I don't think wholesome's really our style, anyways." As MJ knelt over, Peter's and Gwen's eyes met once again. They both swallowed.

"Hope you're ready." Before the couple had time to react, MJ was leaning towards them. "It's about to be *Girls Gone Wild* in here. No turning back now." Peter and Gwen could only watch, paralyzed, as those scarlet lips drew nearer… and nearer… "Hey, lovebirds?"

"Y-Yeah?" Gwen breathed.

MJ's lips were millimeters from theirs. "April fool."

Nuclear fallout wouldn't have left the Earth this quiet.

"*Anyways*, Beast's actually dubbed by *Jackie Chan*." Mary Jane reached for the remote again. "Doesn't that blow your mind?"

"Yeah!" said Peter. "Jackie Chan. Wow."

"Wouldn't have guessed," said Gwen.

A minute passed.

"Y'know what, we could use a refill on popcorn!" MJ snatched up the bowl and hurried to the kitchen without another word.

She didn't return for twenty minutes, and when she did, she sat on the rug instead of the couch.

Gwen's thoughts were filled with nothing but Peter and Mary Jane and that PowerPoint slideshow until it was all a horrible tornado of flesh.

"Do you want the D, Gwen?"

"*What?*"

"The D folder?" Peter slid the folder towards her across the table. "You okay?"

"Yeah, yeah, just spacing out." Gwen hurriedly stuffed some papers into the folder. She spared them a glance – Every last one was about human anatomy.

They'd been stuck here in the lab organizing files for so long, Gwen was starting to slip into a dream world. Usually, the internship was at least scientifically stimulating, but the last several days had been as brainless as Gwen's Burger King job.

And, truth be told, the monotony wasn't the only thing putting Gwen on edge. She'd been

devoting more energy than usual to avoiding eye contact with Dr. Warren. Somehow, he always seemed to be within a few feet of her.

An up-tempo rendition of The Itsy-Bitsy Spider hit Gwen's ears, and she looked up to see Peter retrieving his cell phone.

"Hello?" Peter had to hold it away from his face to keep from going deaf. "Uh, Jameson wants-"

"It's alright," Gwen nodded. "Go."

"Love you."

"You, too." Peter nearly tripped over Gwen's salmon-colored purse by her chair during his mad scramble out the door.

And now Gwen was once again alone with Debra and Warren. According to the clock on the wall, though, there were only fifteen minutes left before she was done interning for the day. Gwen would merely finish up this last folder and then-

"Your boyfriend always seems to be scampering off early, doesn't he?" said a voice from behind her.

"Yeah, well..." Gwen forced a laugh. "His boss is a slave driver."

"Mr. Parker was already let go once before by Dr. Connors, was he not?"

"That was a misunder-"

"I'm not sure your boyfriend realizes this, but if I had a reason to be displeased with one of my interns, then I would make sure that person was placed so high up on the blacklist, they couldn't find employment as an elementary school science teacher."

"Ha… Ha..." Gwen tried to finish sorting the folder so she could leave, but her hands wouldn't stop shaking.

"You know, Miss Stacy, that was extremely rude of you to go around blabbing about my roommate after I *told* you she was *shy*." Suddenly, the voice was a lot closer to Gwen's ear. "*Don't do it again*."

"R-Right. Sorry." Gwen forced herself to inhale. "I won't do it again."

"Is that the proper way to address me?"

"What-?"

"I believe you meant, 'I won't do it again, *sir*.'"

There was a window of silence. "I won't do it again, sir."

"Good girl." A hand patted her headband.

Screw the folders. Gwen rose from her seat. Her legs propelled her to the door.

"Don't tell me you're scurrying off, too, little lady-?"

His voice was already behind her. Gwen got the hell out of the lab, the hell out of the building, the hell out of the campus. She didn't stop power-walking until her legs finally screamed in protest

and refused to keep going.

Gwen leaned against a shop window, her chest heaving. In hindsight, maybe she shouldn't have been intimate with Peter *quite* so many times this week. She'd have to take a cab home…

Except Gwen didn't have any money. Her purse-! Where-? Gwen's breath caught in her throat. She'd left it… by the chair. That purse had her phone. Her keys. Pictures of Mom and Dad.

Gwen shut her eyes. What was wrong with her? She wasn't made of tissue paper. All she had to do was barge back into the lab, grab her purse, and barge back out. Simple.

Slowly, Gwen opened her eyes and turned back towards campus. She could do this. This was nothing.

Somehow, the walk back to the lab wasn't as exhausting as the walk away. Maybe it was the adrenaline kicking in.

Finally, Gwen reached the Department of Biology building. Now all that was left was the long, long journey down the hall.

But the walk was halted. Standing in front of the door was… a frizzy-haired brunette girl. She was dressed more decently this time, but also pretty plainly – All she wore a plain t-shirt, jeans, and tennis shoes.

"Oh, it's you," Gwen called out to her. Mystery girl or not, anyone was less scary than Dr. Warren right now. "Hey, could you grab my purse from-?"

"*You?*" The girl stumbled backwards. "Don't look at me! *Don't look at me!*" She pushed past Gwen and fled down the hall, hands over her face.

O...kay. That wasn't doing Gwen's nerves any good. But- But there was a logical explanation for that. The girl really did have bad social anxiety. Poor thing. Gwen could relate.

Deep breath, Gwen. Looked like she'd have to do this herself. Gwen inhaled one last time, then turned the handle. The door was locked, so Gwen retrieved the key from her jacket pocket. The Connors had trusted their interns with lab keys, though come to think of it, Gwen wasn't sure if Warren was actually aware of that.

The door creaked open, and Gwen crept inside. The lights were off, and there was no one in sight. Good, good. Maybe Warren was in the back part of the room? It wasn't like Gwen had to announce her presence, right? She made her way to the filing cabinets, then checked under the chair she'd sat in.

Nothing. Hmm, weird. Maybe someone had found it, and-?

There was a creaking noise, then the distant sound of hushed voices. If this was a horror movie, this'd be the part where the audience screamed at Gwen to get out of there. And don't get her wrong, she had every intention of doing just that.

But before she could get her feet to cooperate, a figure approached her from the shadows. "Why… little lady. I had a feeling you'd be back." Warren buckled his belt.

Gwen was a deer in the headlights.

"But how did you manage to-? Ah." His eyes flitted to the tiny copper key in her hand. "You shouldn't have that." He held out a palm as he walked towards her.

Gwen allowed the key to drop into it. It was a decision she immediately regretted.

“Now then, I imagine you came here for this.” Next, Warren held up a purse, salmon-colored to match Gwen’s jacket.

“Y-Y-” Before Gwen’s mouth could form a word, a second figure stepped from the shadows.

Debra straightened her lab coat, then finger-combed her hair. “Great. The girl.” The student’s eyes flitted to her professor’s.

“You- You were-?” Gwen stammered. “I’m sorry, I didn’t see anything-”

“Oh, grow up.” Debra rolled her eyes as she pushed past Gwen. “Why do you think he hired *you*, Blondie?”

Warren chuckled to himself. “Debra kids.” The moment she was out the door, he shut it back behind her. “You’re a very smart student, Miss Stacy. In fact...” Then he took the key Gwen had just given him- “...maybe a little *too* smart.” -and locked the door behind him.

Gwen took a step back. “I- I won’t tell anyone about this, I swear! It’s your business, not mine.” Her voice had gone so high…

“Maybe it’s time we had a talk.” Warren turned towards her. “How *badly* do you need this internship, exactly?” He wet his lips.

“What are y-?” Gwen followed the path of his eyes. “Oh my god, I’m like a third your age, you- you *pedophile*.” She backed away, covering her chest with her arms.

The word only made Warren chuckle. “Please, Miss Stacy. I’m not a *monster*. You know I’d never hurt you. In fact, I’ve always been rather fond of you.”

Gwen’s mouth was motionless, but her mind was racing. The longer she hesitated, though, the closer Warren got to her. The swish of his lab coat revealed a gun holster on his hip, hooked onto his belt.

Gwen focused on slowing her breathing. That door was the lab’s only exit. There was no choice. She had to do this.

Gwen remained still as a statue as Warren drew near. “Good girl.” His hand hovered towards his belt.

But before that hand could reach its destination, an elbow collided with his stomach. Next thing Warren knew, the gun was free.

“*Hands over your head, you bastard.*” Gwen put some space between them before flicking the safety off. She held the weapon with both hands, arms fully extended. Bless Dad, bless that shooting range, bless Dad forcing Gwen to go there once a month since she’d turned fifteen. “*Unlock the door.*”

The smile hadn’t left Warren’s face.

What, did she need to point it at his head instead of his arm? “*I said unlock the door.*”

“Let’s not do something we’ll regret, Gwendolyn.”

“My dad had a word for people like you.” For once, Gwen’s hands weren’t trembling. “You’re

jackals. The most cowardly predators. You lurk around, waiting until someone's vulnerable so you can move in and scavenge. But not this time, asshole." She was done being weak. Done being the universe's chew toy.

Warren set the purse on the ground, then kicked it over to Gwen. She retrieved it, keeping her aim fixed on him. Why wasn't he as scared as she was?

"I-I'm not bluffing. I know how to use this thing!" For the first time in her life, Gwen was evaluating Peter's philosophy on killing. No, no, that was wrong. Now that she had her purse back, she could call an ambulance. This creep deserved to spend every last moment he had left in jail.

Warren took another step towards her. "Go ahead."

Gwen didn't know which came first, her screaming or her pulling the trigger. Her eardrums exploded, and there was a pretty large recoil for a pistol this size, but Gwen had been expecting that stuff. That was all according to plan.

What wasn't according to plan was the part where the bullet bounced off Warren's shoulder like he was Superman. His lab coat was shredded, but the skin beneath was left with merely a green bruise. Gwen screamed again and fired again. Then again and again and again and again until the gun clicked. But each time was the same result.

All she'd done was cover Warren in those weird green bruises.

The gun clattered to the ground. Gwen stumbled backwards, clutching her purse to her chest. The words "What *are* you?" escaped her mouth on their own.

"You don't know?"

Warren's skin wasn't the only thing turning green. His hair and mustache matched his bruises now, and additional hairs were sprouting all over his body like blades of grass.

Not only that, but the shape of Warren's body was morphing. His muscles stretched like inflated balloons, his bones snapped and popped, his face grew narrow, his ears grew pointed, and a set of fangs erupted from his mouth where his teeth had once been. Like a dog's.

His glasses clattered to the ground, popping out a lens.

"But you just said it yourself, little lady."

Gwen hardly took the time to gawk. The next instant, she was rapping on the door with all her might, but it didn't budge. It wouldn't unlock without the key, which was currently resting in the pocket of the tattered labcoat hanging off the giant, green monster.

"*Help me! God, please, someone help me!*" Her voice was hoarse, and the creature was drawing nearer to her from across the lab.

"There's nothing to get so worked up about, Gwendolyne." It prowled forth on all fours, its jet black claws the size of kitchen knives. "The Jackal's not gonna hurt you – I'm just gonna rip the marrow from your bones. No, wait…"

Gwen sprinted for the other side of the lab – for a hiding place, something, anything – but she was soon pinned to the floor beneath a massive paw.

"Fine, I admit it, I'm a monster. Sue me." The Jackal showed off his fangs as he lowered his head

nearer to Gwen's. "Pretty neat transforming trick, though, huh?" His breath made her recoil. "Turns out this is what happens when you mix the Man-Wolf serum with a pinch of Globulin Green. For self-defense, you understand."

Gwen tried to squirm, but he pinned her with a claw through her jacket hood. Her eyes reopened to find that the Jackal had raised his other set of claws.

"Hmm…" But then he lowered it. "Actually, I was bluffing. I'd never tarnish such a pretty face." He cocked his head, inspecting her. "Yeah. A little hypnosis, and you'd make a *fine* pet." A slobbery tongue licked his chops. "What do you say?"

Though it was hard to speak with his paw on her collarbone, Gwen managed a good "#$*% you."

"Ugh, where are your manners?" The Jackal scoffed. "Why should I bother putting up with such an insolent little twerp when I can grow my own, less insolent Gwen Stacy from scratch?"

Gwen had no idea what he was going on about, and she didn't have the slightest care. Her eyes squeezed shut. She thought of Peter. And Mary Jane wormed her way into Gwen's thoughts, too.

Wham. The door exploded.

"What?" The Jackal's head shot towards it – *thwip* – earning himself a faceful of webbing.

"Peter?" Of course, that was Gwen's first assumption, but it was wrong. The person standing in the doorway wasn't Peter.

It was the mystery girl.

Wham. A flying kick sent the Jackal into the far wall. Okay, so she had webs, she had super strength… Wall-crawling was a safe bet.

"What is *with* supervillains and green? Do you guys have, like, a spring fashion lineup? Do you color coordinate so you can look as fabulous as possible while robbing banks?" She even had the quippage down pat. Color Gwen impressed.

The mystery girl did a front flip, landing before the Jackal so she could punch him in the face. Repeatedly. "Oh, but, err, I'm not just making fashion jokes because I'm a girl. Buddy, don't even get me started on *that*."

But on the final blow, the Jackal suddenly sprang to his feet, catching the girl's punch in his massive green hand.

"I *knew* letting Hulk make a Fur Affinity account was a bad idea!" Luckily, the girl managed to wrench her hand free and spring to the ceiling. Wall-crawling confirmed.

While those two were preoccupied, Gwen pulled herself to her feet, grabbed her purse, and ran for it. But at the remains of the door, she hesitated and glanced back at the laboratory.

Wait, that girl was wearing a short-sleeved shirt – the same shade of blue as Peter's favorite one, come to think of it – but she clearly didn't have any web-shooters on her wrists. How…?

The Jackal sneered, wiping blood from his chin. "You could do with some obedience training, *pet*."

The mystery girl's eyes went wide. "Master?"

The Jackal stood on his hind legs, reaching for her. At his full height, he could touch the ceiling no problem. “It’s alright, pet. You didn’t recognize me in this form – a loophole I’ll have to account for in your next hypnosis session.” He stroked her hair. “Now I need you to help me with something, pet.”

The girl did an upside-down bow. “Anything.”

“Catch that little lady for me.”

Oh. Gwen ran for it, but a strand of webbing had already snagged her foot.

Gwen tried to struggle, but then the mystery girl said, “Shh, shh, it’s okay.” And then she did something *really* unexpected – She fled the lab with Gwen in her arms.

“I don’t-”

“He didn’t specify what to do once I caught you.” The girl’s voice sounded strangely high, like she was trying to mask it. As she sprinted down the hall, the girl swapped to carrying Gwen one-handed so she could use her free hand to spray webbing in her own ears. “And now he can’t.”

Gwen tried to get a look at her rescuer’s face, but before she got the chance, the girl shoved her hand in Gwen’s own face and said “I love you” in sign language. *Thwip*.

After several minutes of being jostled around like Gwen was on a blindfolded roller coaster ride, the mystery girl finally ripped the webbing off her eyes.

“*Ow-!*” Once the stinging faded and she adjusted to the light, Gwen realized that the girl had deposited her on a nondescript rooftop overlooking the Hudson. That wasn’t as far from the ESU campus as Gwen would’ve liked to be right now, but she at least didn’t see any green canine monsters anywhere.

“Y-You saved my life. Thank you… whoever you are.” Gwen tried again to get a look at her rescuer, but the girl immediately flinched, turning her back to Gwen.

“WHAT?” said the girl. “I CAN’T HEAR YOU! I HAVE WEBBING IN MY EARS! LOOK, YOU SHOULD PROBABLY, UM, WAIT HERE FOR SPIDER-MAN TO COME PICK YOU UP, ESPECIALLY IF YOU HAVE, I DON’T KNOW, HIS CELL PHONE NUMBER OR SOMETHING.”

Gwen glanced at the purse by her feet.

“I HEAR HE’S A REALLY GREAT SUPERHERO. LIKE, PROBABLY THE BEST EVER. ANYWAYS, I’M GONNA STAY ON PATROL AROUND THIS AREA UNTIL HE GETS HERE, BUT THEN I’M SWINGING OFF INTO THE SUNSET SO THAT YOU NEVER SEE ME OR HEAR FROM ME OR THINK ABOUT ME EVER AGAIN. IT’S BEEN NICE MEETING YOU, G… GIRLIE.”

“Wait-”

And with that, the mystery girl swung behind a building and out of sight.

At the arc of his swing, Spider-Man released the web and did a three-point landing on the roof. The moment his footies touched the concrete, his arms wrapped around Gwen. Sure, bystanders on the street below may have wondered why the Web-Head was hugging some random blonde

chick, but at this point, Spider-Man didn't even care.

"I'm alright, Peter. I'm alright..." Gwen hugged him back with equal intensity.

"Good, good. So where's the spider-girl?"

"Pretty sure she swung off when she saw you coming."

Hmm. Spidey skimmed the surrounding rooftops, but they were empty.

"Any idea who that was?" asked Gwen. "I thought she might be Spider-Woman. She seemed like a fangirl of yours."

"Nah, Spider-Woman's actually, like, this secret agent lady with completely different powers than me. *Totally trying to steal my brand, though...*"

Gwen gave this some thought. "The mystery girl looked the same age as us. You don't think another kid got bit by the same spider as you, do you?"

"Well, it died after biting me, but it could've bit someone before me, I guess." Spider-Man shook his head. "Look, she's probably just a mutant with similar powers, like Firestar is to Molten Man. We've got bigger things to worry about." He gave her a look of concern. "Any idea what happened to Warren?"

"No." Gwen glanced away, adjusting her glasses. "But I'm betting he returned to human form by now. He could be… on his way back to the apartments."

There was a poignant thought.

"*Mary Jane!*" Peter and Gwen burst through the apartment's front door like cops busting a crack house. Peter had to fight the urge to make a finger gun.

They checked the living room and kitchen, but there was no sign of her. Peter's first thought was, *Oh my god, the Jackal pulled a Texas Chainsaw Massacre and now we're gonna find her body all over her bedroom-*

He and Gwen rapped on her door, continuing to holler for her, but there was no answer, and so they were left with no choice but to barge in.

Peter's second thought was, *Oh my god, the Jackal stole all of her clothes!*

"Huh? Wha-? Guys?" MJ sprang upright, causing the bed covers to flop right off her. She rubbed her eyes a moment, then looked back over the couple, as if making sure they were really there.

Peter and Gwen remained paralyzed in the doorway. Peter had never stared at MJ's pupils so hard in his life.

"Soooooo…" Mary Jane remained equally paralyzed on the mattress. "…what brings you here?"

One explanation later, Peter and Gwen were seated at the edge of the bed while Mary Jane gaped at them. At least, Peter assumed from her voice that she was gaping at them. He was facing the total opposite direction right now.

"*God, that's*- Y-You're really okay?"

Gwen nodded, though MJ would only be able to tell by the back of her head. "What's one more

supervillain to tell my therapist about?"

"And you guys were really that worried about me?"

"Well, yeah, of course we were." Gwen traded looks with Peter. "I mean, Jackal was after *me*, so-so I could've put you in danger."

"Kinda nice to have it not be *my* fault my friends are in danger for once," said Peter with a shaky smile. "Y'know, uh, *relatively* nice."

"It's okay – This is what I signed up for when I agreed to room with a superhero." MJ took a breath. "So now there's a big green dog-guy loose in the world? What do we do about it?"

"I guess we just call the police," said Peter. "Technically, the Web-Head wasn't involved in this, so we're normal civilians, right?"

"Yes, we're all *very* normal, Tiger." The smirk bled through MJ's voice. "Anywho, sounds like a plan. But, uh, guess I can't go back to sleep knowing a big green monster could bust through the window and eat me…"

"You'd better stick with us for now." Peter put a hand over Gwen's. "I don't want either of you out of my sight."

"Oh, yeah, I can do that," said MJ. "Not leaving your sight, starting now."

A moment passed.

Peter bowed his head. "Uh, maybe it should start once you're dressed-"

"Ah, don't worry, I'm actually really comfortable with my body. *Total* hippie-" MJ caught herself. "But if you guys aren't comfy with it, I can-"

"No, no, that's okay!" Gwen hadn't looked this worked up from the Jackal. "Do what you want. W-We're not in charge of your life."

"Yeah," said Peter, eyes on the ceiling, "who're *we* to impose social norms?"

"I mean, we've got indoor heating," said Gwen, adjusting her glasses. "It's not like you're exposed to the elements."

There was a sudden thunderclap, followed by a torrent of rain.

So not only did the girl have gross organic webs caught in her hair and the parts of her inner ears that she could never, ever reach no matter how much her nails clawed at them, but now she had a bout of hypothermia to look forward to.

The girl had tried to huddle under a building's overhanging for shelter, but then the wind had started spraying the water right in her face. And then it'd blown away all the old *Daily Bugles* she'd gathered for bedding.

Record scratch. Freeze frame. Yup, that's me. You're probably wondering how I ended up in this situation.

Parturition

Okay, Spider-Man knew a thing or two about secret evil villain lairs. This hidden laboratory located beneath an abandoned police station? It screamed "secret evil villain lair."

"Uh, why the secret lab…?" Spidey asked as he and Warren exited the elevator.

"There are those who might wish to use ESU's more…" Dr. Warren hesitated. "...hazardous inventions for their own purposes. This lab is simply a precaution to keep ESU's assets safe. We're working entirely within the law, I assure you. We own this police station. We're paying our taxes."

"Uh huh." When it came to upholding the law, tax collection wasn't exactly Spider-Man's forte, so, err, guess he had to trust Warren on that point. Not really much choice, what with his four surplus arms still wriggling around.

Every so often, a sharp pain would rock Spidey's chest. He kept expecting himself to turn into Man-Spider any second now. Ugh, he almost wished Dr. Warren had let that be a surprise just to spare him the dread.

"The blood sample you've given me is more than adequate." Warren patted the crimson-filled syringe inside his coat pocket. "But I'm afraid, to see how far along this mutagen has progressed, I'll also require a scan of your neurological structure." He gestured to a machine resting nearby. It was a giant metal tube with a small hospital mattress inside it. It was basically an MRI machine, but with that trademark ESU sleekness.

"Hey, dude?" Spidey sighed, then said, "We're gonna have to use the superhero honor code here. If you get all this medical info from me, you've gotta promise not to use it to find out my secret identity."

A small smirk crossed Warren's lips. "That would be exceedingly ungrateful of me, Spider-Man, seeing as you saved my life from Morbius and the Man-Wolf. If you'd gone to the press, my career would've been over."

"Good point." Spidey had no choice but to trust Warren. It'd be even easier for people to piece together the Web-Head's secret ID if he and his pet photographer became octopeds at the exact same time (Peter had the mental image of himself waltzing into the Daily Bugle in a six-armed tailored suit, sitting down at his computer, then turning to a slack-jawed Jameson and saying, "What? Is there something on my face?")

Without further ado, Spider-Man laid himself down on the mattress. "You, uh, don't need me to take off my mask, do you?"

Warren shook his head. "Something so thin won't get in the way. Now sit still, please."

"Cool." Spidey made an effort not to squirm as the mattress slid back into the metal tube with a gentle whirr. He made it two seconds before he had to run his mouth again. "So, uh, don't I get to watch a movie or something?"

Warren chuckled. "It won't take that long."

Well, that was good to hear. Spidey wasn't sure he could keep all his arms still for much longer, and besides, he was a little impatient to get this over with. Turning into a giant Man-Spider was not on his bucket list.

Spider-Man focused on relaxing his muscles. He shut his eyes…

...and then opened them to discover a ghostly girl. She floated before him, nude, her hair twisting off her body like tendrils. She was freaky yet… mysterious. Who was she? And why was she… staring directly at Peter?

"*Huh? Whuh?*" Peter tried to cry out, but the sound was distorted. Hadn't he been lying on his back a second ago? Now he was suspended, weightless. Water. He was in water.

But before the panic could set it, there was a *whirr*, and suddenly Peter shot forward in a cascade of fluid. Dazed, Peter pulled himself to his knees on the floor, hacking pale amber liquid out his lungs. Hewatchedit swirl around his fingers and down a drain.

Where…? His head darted about, taking in its new surroundings. It was a barren room, lit only by an overhead lamp. The place was so gray and sterile, it had to be some kinda hospital. What had happened? How had Peter gotten here? Was he dreaming? Peter almost would've believed that, except he could touch the damp tile floor with his own two hands.

Wait. *Two* hands?

Peter felt up his torso. Nothing. Had Dr. Warren cured him, then? Why had Peter been knocked unconscious? And his mask! He touched his face. The mask was indeed gone, but the skin felt strangely softer than normal. And now that he thought about, why did Peter's head feel so heavy, like something was tugging on it? And yet his body was notably lighter, except for his chest, which also felt strangely heavy…

That's when Peter's eyes fell on the only other landmark in the chamber – a pane of glass. And on the glass's opposite side was the ghost girl, still staring at Peter, though maybe "ghost" wasn't accurate, seeing as she was no longer translucent. The girl, too, was huddled over on the floor, soaking wet.

Peter blinked. So did the girl. Peter held up a hand. So did the girl. Peter felt up his chest. So did the girl.

"*Oh my god holy #*%$ what the *%#%ing %$#*ety %#*# %#*$?*" Peter slipped and tumbled backwards. So did the girl.

The reflection skidded across the room until it slammed against something behind it. Something big and cylindrical like… like the Bacta tank from *Empire Strikes Back*.

"You're perfect," said a voice.

Peter was staring at the ceiling when a man moved his head into view. He'd recognize that sweaty lab coat and skeevy stache anywhere. "*Dr. Warren!* What did you-? Why would-?" Peter sputtered for a second before deciding on, "This *definitely* violates the superhero honor code!" A strangled squeak escaped his mouth. His voice sounded so high...

Then Peter spotted where Warren's eyes were going, and he impulsively covered his junk with his hands… except there, err, wasn't quite as much to cover as usual. And when Peter did that, Warren's eyes merely went somewhere else instead.

A sudden retch rocked Peter's body, and next thing he knew, he was hunched over to puke up more of that amber fluid.

"You're beginning to realize it, aren't you, pet?" Warren's grin stretched from ear to ear. "How

does it feel? How does it feel to be emasculated in the *purest* sense of the word?" His breathing had grown heavier.

Peter's chest was heaving, and he couldn't stop it. This wasn't real. It wasn't real. Mysterio was trying to drive him insane, or- or Peter was drugged up and hallucinating.

"I know this must be quite a shock..." Warren wet his lips. "...but you'll learn to appreciate what I've done for you."

Peter shuddered. A clammy hand had touched his back.

"*Get off!*" Peter swatted Warren aside like a fly, sending him crashing into the side of the sci-fi pod. "*Don't touch me!*" Okay, okay, so he still had the proportional strength of a spider. That was good to know. He could work with that.

Warren picked himself up, dusted himself off, and adjusted his glasses. "Now, now, is that any way to treat your owner?"

"You're about to be treated a lot worse, buster!"

But Warren stayed cool as a cucumber. "Tell me you're sorry, pet. Go on. Say, 'I'm sorry, Master.'"

"Don't hold your breath." Warren's face was getting on Peter's nerves, so he swung a fist towards it.

But a second before it collided, Warren finished saying the word, "*Traveller*."

The fist froze in place. It wasn't that Peter *couldn't* punch the daylight out of Warren. It was just… why would he want to?

"*No.*" Peter almost slipped again on the mucus-covered floor. He knew what this was – It was exactly like the time he'd almost given his wallet to the Hypno-Hustler. Wait, had that been a real thing, or was it another part of this manic hallucination? "Stop it!"

Warren took a step forward. "Say, 'I'm sorry, Master.'"

"*I know you're messing with my head.*" Peter covered his ears, prompting his unnervingly long hair to swing around.

His ears were covered. He should've been safe now, except then Peter made the mistake of looking at Warren's face. The man's mouth formed the words, *Say it.*

No. Merely saying it wouldn't be good enough. This man needed to understand the absolute humility his pet felt. And so the pet dropped to its knees – again like in *Empire Strikes Back*.

"'I'm sorry, Master.'"

Master kissed the tip of his pet's head. "Good girl."

This was irrational. Peter knew this was totally irrational. He should've fought. Should've at least squirmed. He *knew* he was being mind-controlled, and yet upon M- *Warren's* orders, Peter followed him out of the birthing chamber and into a larger area.

This place resembled a more conventional lab, but it wasn't quite identical to the one Warren had

brought Peter to before. There was a chair resting against the wall, and on it was a stack of clothes folded up neatly.

What was Peter *doing?* He needed to run for it while he still could. Warren knew his secret ID, and if he'd gone through the trouble of turning Peter into a girl somehow, then clearly he was a depraved pervert of the highest caliber. The way Warren had always doted on Gwen… She could be in serious trouble. At the very least, Gwen and Aunt May would be wondering where Peter had gone. If this place was another secret underground lab, then Peter could wrench open the entrance elevator, wall-crawl up the shaft (assuming his spider-powers were fully intact), and then-

"Put on those clothes," said Warren.

Putting on those clothes was the pet's absolute highest priority. Master had been generous enough to provide his pet with hot pink socks, white tennis shoes, white panties, plain blue jeans, a t-shirt the same shade of salmon as Gwen's favorite jacket, and…

The pet held up a white bra. "I am *so* not wearing this."

"That's alright for now, pet." Master chuckled. "You'll adjust to your body in time."

The pet let the bra fall to the floor. She'd made Master laugh? That made the pet so happy! How could it ever have thought this guy was a creep? He was warm, loving-

Shut up, you idiot! He's turning your life into a bimbofication fanfic. Err, not that I know what those are. The pet shook itself from that thought. *Listen to me. You're PETER PARKER. Peter-*

"You must think you're Peter Parker," said Master.

"Um… Yes?"

Master chuckled again. "Good. That means the neurological replication was a success. You see, pet, I grew you here in this laboratory." His palm fell on his pet's waist. Why, his hand wasn't clammy at all. Why had the pet ever thought that? "Every cell in your body belongs to me."

"*You can't mean…?*" Peter's eyes went wide. "You *cloned* me?"

"No, pet." Master smiled. "I cloned *Peter Parker*. From a biological standpoint, you, my dear, are his twin sister. The younger twin, obviously."

"But- But that doesn't make any sense!" Peter stammered. "Twins don't share memories, and I'm, like, a teenager, but you don't look any older than before I-"

"*My* cloning is a great deal more advanced than the version the general public is aware of," said Master. "With the boundless resources of both Empire State University *and* Oscorp behind me, I was more than able to accelerate the aging process. Rather than seventeen years, your body caught up to the real Peter Parker's in a matter of months. And with all the information the procedure has taught me, I'll be able to do it even faster next time."

The real Peter Parker. The words made Peter's stomach churn. This had to be a trick… except Master wouldn't lie to his pet. *Yes he would, bimbo.* "So I'm the world's first human clone..."

"The first living one, at least, that I know of." Master shrugged. "By far the hardest part was ensuring your mind was an exact recreation of Parker's. Luckily, the little idiot was cooperate enough to let me scan a near-perfect three-dimensional map of his nervous system."

Peter's heart sank. "So then where's the- the *real* Peter?"

“Oh, it’s been business as usual for Spider-Man. We’ve kept an eye on him, but so long as he stays out of Oscorp affairs, we’ve decided it’s better he remains unaware of us.” Oscorp? So Peter’s intuition had been right all along – Master *had* been in cahoots with Smythe.

But more importantly, while it felt like Peter’d had six arms *yesterday*, in reality, *months* had passed. Months in which Peter hadn’t been there for Gwen when she needed him most… when she’d lost her father the same way Peter had lost Uncle Ben.

Except… Peter *had* been there, actually. Peter stared at his hands. No, it wasn’t accurate to call himself “Peter.” It wasn’t even accurate to call himself “*him*-self.”

“The neurological transfer was elegant in its simplicity, really,” Master continued. “It’s amazing what you can do when you don’t have some outside review board nagging you about ‘ethics.’” As he spoke, he stroked his pet’s hair. “You were born in a vegetative state. Once your body reached the age of Parker’s at the time I scanned the brain map – which, by the way, makes you physically younger than him by about six months – then, in layman’s terms, I 3D-printed his brain neuron for neuron, with perhaps a few tiny alterations to make your behavior more effeminate, and then-”

“-and then you gave me a lobotomy?” The pet touched the back of its head. There was, indeed, a scar hidden behind all that hair. “You swapped my brain out like- like in a cartoon? And when I was in the artificial womb, you tampered with my chromosomes so I wouldn’t develop into a boy this time around?”

“You are much too clever, dear – almost as sharp as Gwen Stacy herself. An attractive quality, I’ll admit...” Master kissed his pet’s forehead. “...but something of an unnecessary one for you. I’ll be doing the thinking from now on, alright, pet?”

The pet thought some more, then said, “But… if I’m not supposed to think, why did you go through all that trouble to give me my – *Peter’s* – memories?”

“Oh, pet...” Suddenly, his arms were around her. “Because you’re a work of art. My masterpiece.”

If Peter had to pick two words to describe the journey to the apartment complex, they’d be “awkward” and “unbearably awkward.” As it turned out, the secret clone-growing plantation (or whatever it was) was located beneath a decaying, out-of-service car body shop. One elevator ride later, Master and pet had exited the shop and were taking a taxi to Master’s home.

Peter had seen ESU out the window. He knew exactly where in the city he was. He could’ve yanked off his seat belt, dived out the cab, and ran for it until he made it back to Forest Hills. Back home. Instead, he waited quietly for the cab to park, then let Master guide him inside by the hand.

The apartment was minuscule. Peter was scared he’s bump his head on the ceiling, Gandalf-style. Not only that, but every inch of floor space was covered in laundry, candy wrappers, frantically scribbled science notes... Overall, the place gave off a faint odor, and Peter was pretty sure there was something alive on the kitchen’s far wall.

“Make yourself at home, pet.” Master shut the door behind them. “I’ve been looking forward to this day ever since I first saw you clench your little hand as a fetus.” He stroked said hand with his own.

Aww, Master was sweet- *No, he’s the biggest creep in New York excluding some places in Brooklyn!* Peter wrenched his hand free. *Listen to me. You’re not his pet – You’re Peter Parker.*

You're not a girl – You're a boy. This is all wrong. Gwen and Aunt May could be in danger, and you've just been standing here like a drooling moron!

"I imagine you're hungry." Mas- *Warren* made his way towards the disease-ridden kitchen. "We'll have to transition you towards solid foods – You *have* been using a feeding tube these past six months, after all."

Alone at last, Peter made a valiant effort to walk out the front door. Halfway through, he was forced to give up and sit in the nearby armchair instead.

"*Gah! Sticky!*" He sprang back up and contorted himself to examine his butt. Ugh, chewing gum. Peter could go barf in the corner and it wouldn't even stand out in this dump.

Peter used a damp undershirt to peel off the gum without sullying his hands, then sat down again. He tried not to think about how much daintier his hands were, or how much farther he'd been able to contort himself, or how much more bootylicious his butt was.

After several minutes of staring at the decaying wallpaper, Peter's eyes spotted something among the floor's mountain of junk – a newspaper. "SPIDER-MAN CHASES AMBULANCE," the headline proclaimed, alongside a picture of the Web-Head seated on the ambulance's roof. Jameson had made sure to pick a photo where the headlights cast Spidey in an ominous shadow. Heh. Good old Jameson. Kinda… comforting to know the sourpuss was still out there in the world, up to his old tricks…

But then Peter spotted the byline: March 18, 2016.

"Hey, Master?" he called out. "Is this today's paper?"

"Yes, pet," came the reply. Wait, had Peter just called him "Warren" or "Master?" He couldn't remember. "I imagine you have some catching up to do with current events."

Well, that was the understatement of the century. Peter had grown six arms back in *September*. And now six months of Peter's life were gone just like that (one for each arm, he supposed). He'd missed Christmas, New Year's, Gwen's birthday, his *own* birthday...

Wait. His eyes flitted back to the paper. Was that the guy from *The Apprentice?*

"Dinner is ready, pet."

"Coming, Master." Peter dropped the paper and made his way into the kitchen, though he tried to keep a wide berth around the puddle of slime.

Once at the table, the aroma of pasta hit Peter's nostrils. Looked like Master had made a microwave meal. And on a paper plate beside it was a slice of chocolate cake complete with a candle.

"Yes, it survived. Shocking, I know… Oh, perfectly healthy. Strong as an ox." After a minute, Master returned his phone to his pocket and fixed his attention on his pet. "Happy birthday, pet."

"Ohhh, that's so sweet." *How many times do I have to call myself a bimbo?* In the brief time they'd known each other, the pet was certain Master cared for it above all else. What the pet wanted more than anything right now was to be with Master, to cuddle with Master… *That is so totally the estrogen talking.*

The pet started to sit down in the other chair, but then it hesitated.

“What’s the matter, pretty girl?” said Master. “Aren’t you hungry?”

“I- I *am* hungry.” Peter took a shaky step forward.

“You’d better eat up, then.” Master nodded to the pasta. “After all, your body will need a great deal of carbohydrates to produce your web-fluid.”

Peter nearly did a pratfall. “But they’re not-”

“Those were the most troublesome part of Spider-Man’s powers to replicate, actually.” Master gave his mustache a scratch. “All of his other abilities carried over into you without incident, but I ended up having to bio-engineer the web-shooter functionality from scratch-”

“FOR THE LOVE OF ALL THAT IS HOLY, THEY ARE *NOT* ORGANIC!”

“Wait.” The realization crossed Master’s face. “You mean they were mechanical? That… *would* explain a lot...”

If there was any evidence this was all some crazy fever dream, it was this. With a trembling hand, Peter aimed his wrist at a bag of chips lying out on the counter, then pressed his middle and ring fingers to his palm.

Thwip.

Peter’s shriek wouldn’t have sounded particularly masculine even if he *had* kept his Y chromosome. A string of webbing had erupted from a thin slit on his wrist. There was *webbing* coming out his *body*. Master had tried to make it a close approximation of Peter’s chemical concoctions, but there were some noticeable differences. For one thing, the artificial webs were grayer, whereas these organic ones were whiter. Also, the artificial webs weren’t quite this, uh, moist.

Peter spent a good few seconds staring at his wrist until, finally, Master spoke up: “If you flex your upper arm in a particular way, there’s a mechanism that will detach the web from your wrist.”

The advice held true. Feeling the insides of his arm snap like that gave Peter the heebie-jeebies, though.

“I suppose you’ll need to practice with those,” said Master. “At the very least, I made some upgrades. Unlike Spider-Man’s, your webs aren’t prone to dissolving after an hour-”

“That wasn’t a bug – It was a feature!”

This was sick. In fact, everything about this situation was sick. Peter had to get out of here. Gwen and Aunt May could be in danger, and he was expected to live in this creepy creep’s creepy apartment shooting organic webs and eating pasta?

Peter’s stomach growled.

“You poor thing,” said Master. “I never gave you your feeding tube today. You must be famished.” He met Peter’s eyes, then said, “Sit.”

Master had given a direct order. The pet nodded, then gently seated itself. Master watched as the pet speared some noodles on a fork, then raised them to its mouth. “Good girl.”

By the time dinner was finished, the sun had vanished beneath the horizon. Once they’d cleared

the table, Master took his pet's hand and let it to another room.

"You must be exhausted, pretty girl. You need your rest. After all, tomorrow is a big day for you..."

The room they came to a halt in… was the bedroom. The apartment's only bedroom. The room contained clothes drawers, shelves of disparate textbooks, a laptop resting in its charger… and exactly one bed.

"We could *both* use some rest," said Master.

His pet stared at the mattress. It held two pillows, lined up horizontally.

"What's the matter, pet?" asked Master. "Aren't you coming to bed?"

Obviously, his pet could not deny Master's wishes. To do so would be unthinka-

"*No*," the pet said without thinking.

Master raised an eyebrow. "No?"

"I said '*no*,' Warren!" The pet's whole body was spasming . It felt like it wanted to throw up, like it was tearing off its own arm, like its insides were eating its outsides. The pet shut its eyes. Thought of home. Thought of Gwen.

Peter opened his eyes. "I- I'm getting out of here." He turned, commanding his feet to take him to the door. He heard Warren's footsteps coming after him, but he didn't care.

Peter was three steps away from the welcome mat when he hesitated. "Aren't… you going to try and stop me?"

"Oh, I don't need to," said Warren. "Let me ask you some questions, pet… Once you've left my apartment, where are you going to go?"

Peter blinked. "Home, obviously."

"Really?" A hint of a smirk was creeping over Warren's face. "You mean May Parker's house in Queens? But pet, there's *already* a Peter Parker living in that house." He cocked his head. "Do you think he'll be pleased to see you?"

Peter said nothing.

"After all," Warren continued, "the lifestyle of Spider-Man must lend itself to so much stress already. And I hate to think how poor, sweet Gwen would take the news of your existence, especially when she's likely just now getting over the loss of her father… Oh, and there's May Parker's heart to consider! One look at you and Peter together in the same room, and, why, she'd need an ambulance, now wouldn't she?"

The pet... *er*. Pet-er. *Peter's* throat was getting dry. "I'll go somewhere else. Anywhere's better than here."

"And then what?" As he spoke, Warren folded his hands behind his back. "You don't have a birth certificate or a Social Security Number. You'll be unemployable, homeless-"

"I'll get a lawyer. I'll live with the X-Men." It wasn't until after the words had left Peter's mouth that he wondered why he'd said them aloud.

"*Traveller*," said Warren.

Peter's whole body tensed.

"You are expressly forbidden from knowingly associating with or going anywhere near lawyers or X-Men."

Suddenly, even the thought of Jean Gray's bountiful hips made Peter sick to his stomach. "That's not fair!" he yelped. "You're- You're *brainwashing* me-"

"I know I am, baby doll, and it breaks my heart." Warren touched a palm to Peter's cheek. "All I've done from the moment I brought your first cell to life was nurture you and love you, and *still* you make me do this."

"That's not- You're-"

Warren leaned into Peter's ear, then whispered, "*Traveller*. What I'm about to tell you is the absolute, unshakable truth – I designed you specifically so that *only I* can love you. *Only I* appreciate your beauty. To the rest of the world, you're a freak. If they knew what you really are, they would hate you, and they would abandon you. No matter how strongly the X-Men and their ilk may insist they care about you, they are secretly plotting to betray you. They will turn you over to S.H.I.E.L.D., where you will be dissected or worse. Do you understand me?"

Master removed his hand from his pet's cheek, and his pet touched the spot itself. It left the pet's finger damp. "Yes, Master."

Master smiled. "Good girl." And with that, he strolled back towards his bedroom. "Now, that's quite enough of that for now, don't you think? I'm not going to force you to sleep in my bed, pet." Before vanishing into his room, he turned back around to add, "It will be so much more satisfying when you come of your own accord."

The bedroom door shut.

A minute later, the front door, too, shut. Peter stared at a discolored spot on the wallpaper. Then, slowly, he walked into the apartment's only bathroom. Now instead of the wallpaper, he stared at the mirror.

Remember that snarky little voice that had been calling Peter a bimbo? He couldn't hear it anymore. It hadn't been terribly reliable, anyways. The longer the pet stared in the mirror, the more apparent it became that, even if there was a resemblance around the eyes, the pet was not Peter Parker. And the pet was most definitely not a boy.

She drew away from the mirror, returning to the living room. She tried to nod off on the tattered, misshapen couch, but that quickly proved impossible.

And so, after some thinking, the pet spun a wall-to-wall hammock out of webbing, then crawled up to the ceiling to drop into it. This was an improvement. Despite being a bit moist, the web-hammock proved warm and comfortable.

But there was one problem – It was lonely up here. The pet shut her eyes and thought of a cute blonde with glasses and a headband. Then she thought of a lanky, sweaty man with a mustache.

The hammock wasn't the only thing making the pet's face wet.

Capacity to Consent

Four Spider-Slayers scuttled across the floor of a large, barren, silver test chamber (think Aperture Science). Upon each of their backs sat laser-turrets, which, naturally, were all pointed at the pet's face – something which required them to tilt upwards.

"Boys, boys, there's plenty of me to go around." She was going for kind of a Black Cat thing. Was that dumb? It felt a little dumb coming out her mouth. She was trying to make her voice all breathy, but it sounded more like she needed to sneeze.

Her spider-sense tingled. *Oh, right.* At the exact moments the turrets opened fire, the pet dropped off the ceiling, landed atop one of the slayers, and yanked its turret towards the others, blowing them all to smithereens.

"Don't worry, it happens to a lot of robots." Now all that remained was the one she was perched on. The slayer tried to throw her off, but the pet remained firm. Sticky hands and feet had their advantages. "Whoo! Ride 'em, cowboy!" *Wham, wham, wham*. Now it was simply a matter of sending her first through Mr. Roboto's CPU. "Cowgirl. I meant 'cowgirl.'"

Huh, this thing's hull was a bit tougher than she'd expected. Still, after a minute of punching, it caved in, causing the robot to collapse into a lifeless hunk of metal.

"Looks like the slayer's become the slayed." The pet hopped back onto solid ground, dusting herself off. "Now if you guys wanna beat Spider-Man, you're gonna have to build a Spider-Slayer-Slayer-Slayer, and if he beats *that*, let me tell you..."

The pet could've sworn those things had landed a hit during the battle, but her costume had remained intact. Apparently, it was woven from Oscorp's closest approximation to unstable molecules. That would've been pretty sweet, but tragically, the new Spidey suit had a way uglier design. Instead of the good old red and blue, the whole costume was mostly crimson, save for the gloves, boots, and everything above the shoulders, which were all jet black – plus, of course, the iconic spider logo on the chest. The eyes were also red instead of yellowish-white, which made her look like some kinda vampire. Yeah, real edgy, Oscorp. There wasn't even a webbing pattern on it. It barely looked spider-themed at all!

Oh yeah, and tucking her longer hair into the mask felt real weird, but letting it hang loose was an accident begging to happen, and the pet wasn't nearly brave enough for a pixie cut. It was a fair trade, she supposed – At least she didn't have to wear a cup anymore.

But despite all that, jumping around and making goofy quips was the closest the pet had come so far to feeling like *herself*... even if it *was* at the behest of an evil corporation that'd brainwashed her.

Come to think of it, the pet could do with a codename… except "Spider-Woman" was taken, "Spider-Girl" was demeaning, and "Black Widow" was *definitely* off the table. She did *not* have the figure.

"Ooh!" The pet would have to shelve that thought for now – The next wave of slayers was incoming.

"That is so cool!" From the other side of a one-way mirror, Harry watched the clone's performance with wide eyes. His mom stood beside him, while Warren and the Smythes junior

and senior stood around them (or sat, in Alistair's case). "It's like we've got a Spider-Man on *our* side now."

"Astute observation, little Osborn." Alistair feigned applause. "Did you piece that together yourself, or did the name 'Project Spider-Men' tip you off?"

Harry huffed, glancing away. "I'm just saying it's cool..."

"Oh, I *missed* cutting down your fragile self-esteem." A genuine laugh burst from Alistair's mouth. "Finally, after a year apart, the gang's back together, eh, Osborn?"

"Let's not go overboard with the cutting, shall we?" The icy stare of Harry's mom landed on Alistair. "That *is* my *son's* fragile self-esteem you're talking about."

"Gee," said Harry, "thanks, Mom."

"Don't forget who bailed you out of prison, little Smythe." Harry's mom didn't like to let it on, but Oscorp had actually needed Alistair's talents and had thus gone to great lengths to ensure his freedom. They hadn't bothered with Donald Menken, though, even after Kingsley's Hobgoblin brainwashing ring was exposed. Kingsley had told the police all about the Rhino suit auction, and *someone* had to take the fall.

"Hrm..." Of the group, Dr. Warren was watching the clone's battle the closest. Judging from his shallow breathing, Harry figured he had a lot riding on it. "Impressive, is she not, Mrs. Osborn?"

"It's..." Harry's mom scrunched up her nose. "...adequate." Ah, her favorite word. "So it has the Parker boy's memories?"

Warren nodded. "From what she's told me, she even has a faint recollection of being cradled in Mary Parker's arms."

"Good. Now if we can implant each Spider-Soldier with memories of combat training instead, then we can deploy them that much faster."

"Yes." Was it Harry's imagination, or did Warren seem hesitant? "An army of clones."

But then, just as she was starting to look the slightest bit pleased, Harry's mom snapped her attention back to the one-way mirror. "Wait, look how long the clone takes to punch through a Spider-Slayer's hull."

Harry followed his mom's eyes. The clone did indeed seem to be struggling with that.

"The real Spider-Man wouldn't have such difficulty."

"These Spider-Slayers are a more expendable model," spoke up Alistair's dad, a heavyset man with a great deal of muscle mass despite his graying hair. "With the great number we've been commissioned to produce for the primary objective, we didn't have the resources to waste on this test run. The ones Spider-Man battled before were even more durable."

"I knew this would happen – The clone has less muscle mass than the original." Harry's mom gave Warren an expectant look. "What possessed you to make it female?"

"W-Well..." Warren stammered for a second. "Curiosity, I suppose. In nature, monozygotic twins can't develop into opposite sexes except in cases of rare genetic mutation, in which case the female would have defects-"

“Is any of that pertinent to the objective of Project Spider-Men?”

Warren looked he’d been slapped. Harry’s mom had that effect on people. “No, Mrs. Osborn.”

“Then what good is it to us?” Harry’s mom returned her gaze to the window, watching as the growing number of slayers slowly overwhelmed the clone. “Euthanize it and start over with a male.”

Now the color of Warren’s face matched his lab coat. Beside him, Alistair was suppressing a snicker.

“We should...” Warren’s eyes fell on the clone. “...see if it survives a month outside the gestation pod before we devote time and effort to that.”

“Very well. I’ll give it to the end of April, then.” With that, Harry’s mom knelt to press an intercom button on the control panel, calling off the robots and ordering the clone to return.

“Why don’t we just let the clone inhale some Globulin Green or something?” asked Harry.

“Pretty sure that genetically-altered spider venom already maxes out the human body’s steroid capacity,” said Alistair. “Barring any sudden breakthroughs in recreating the Super Soldier Serum, that is. Besides, if we were going to bother with that, why not give the Green to a male clone, anyways? Make it that much stronger.”

There was the *whirr* of a door, and then the clone entered the examination room. Whoa, she was even cooler in person. She was like a badass red and black Spider-Man, only with a more slender physique. In fact, Harry was pretty sure she wasn’t wearing a bra under that costume – err, not that he was giving that much thought. This was a clone of Pete, after all. That’d just be weird. Almost as weird as the fact that Pete was Spider-Man in the first place.

“You did well, pet.” Warren walked up to hug her.

“Thanks, Master.” The clone hugged back.

“You’ve trained her to call you ‘master?’” Alistair promptly burst out laughing. “That is *priceless.*”

The clone’s red eyes shot towards him. “*You?* And-” Then they fell on Harry’s mom. “-you?” Then on Harry. He couldn’t help but shudder at her gaze. “So does *everyone* in Oscorp pitch in on the super-mercenary effort?” Her eyes also fell on Alistair’s father standing quietly in the corner, though no recognition crossed them.

“That ‘super-mercenary effort’ is what you owe your very existence to, clone.” Harry’s mom folded her arms behind her back. “Our super-mercenaries kept falling to Spider-Man, after all, so it was only logical to make super-mercenaries who *are* Spider-Man.”

“I’m… not sure you know what ‘logical’ means.” The clone glanced away. “So you’re making a whole clone army, huh? When do I get to execute Order Sixty-Six?”

Harry was the only one who laughed. “What?” His head swiveled around. “You guys don’t get that?”

The clone snorted at him. “So why’s your little ankle biter tagging along, anyways? What, you find out he likes to snort Globulin Green and fly around in a costume, and then you think he’s *perfect* to help with your advanced experiments?”

Harry's mom chuckled. "I'm the one who made Harry relapse on the Green in the first place, actually."

"*You didn't.*" The clone took a step back, tensing. "And I- err, *Peter* trusted you to take care of Harry! And- And instead you've let him into your secret bad guy club? Well, guess what, mother of the year? Now that I'm a chick, *I can start a catfight!*"

She swung with all her might, but Harry's mom caught her fist with even greater speed, then casually tossed the clone across the room.

The clone smashed into a table, cracking it to pieces. "*Ow...*"

"Well, well." Harry's mom strolled towards her. "So long as we're keeping you around a while longer, we should at least make sure you've been properly broken in..."

For all the years he had known Harry, Peter had never ridden in his private limo before. In fact, Peter still hadn't.

The pet watched the scenery zoom by out the window. She wondered if she'd ever be allowed to swing around the city like the real Peter did. She wasn't getting her hopes up.

But no matter how pained the view made her, it was infinitely better than the view *inside* the limo. Harry would *not* quit staring at the pet. Heck, even the Osborn family butler, Bernard Houseman, stole a glance from the driver's seat every so often. The pet supposed *he* was in on the Osborn's villainy, too?

"Um, hi," Harry stammered. "I'm Harry-"

"I know who you are, Harry." The pet looked like a petulant toddler when she crossed her arms, but at this point, she didn't even care anymore.

"Well, I..." Harry looked away, scratching the back of his head. "I don't really know *your* name."

This gave the pet pause. She'd never thought about it before, but Master had never given her a name. Unless you counted "pet" or "dear" or "baby doll," but those would've been a little cringey to say to Harry.

"Uh..." Put on the spot, the pet blurted out the first thing to pop into her head: "Reilly." It wasn't like Aunt May was using her maiden name anymore, right? "Reilly… Parker." She *was* Peter's twin sister, technically.

"Reilly, huh?" Harry was staring again. "It suits you." He probably assumed it was spelled "Riley," but whatever.

The pet- or, err, Reilly, winced. With the training over, Master had taken her costume, meaning she was back in the salmon colored t-shirt with jeans. Harry could see her face, and he knew whose it looked identical to, and the thought of that made her wanna hurl.

"Guess you know Spider-Man's secret ID by now?" Reilly said aloud. "I'm sure Master blabbed all about it to your mom and Smythe."

"Yeah, I figured it out a while back," said Harry. "But I don't think I really believed it until I saw you unmasked just now. You look so much like him…"

"Why are you going along with this, Harry? My aunt could be in danger. *Gwen* could be in

danger."

Harry looked genuinely confused. "Why would Oscorp want to hurt them?"

"Because Oscorp is EVIL!" Reilly snapped. "And what kind of question is that coming from *you?* I have Peter's memories, Harry." Her eyes narrowed. "I remember what you did to Gwen."

There was a moment of silence.

"Mom's right," said Harry. "You really *do* need to see my therapist."

"*What?* I am *so* not the crazy one here-"

"No, no." A blissful smile crossed Harry's face. Had he even heard what Reilly just said? "Dr. Hamilton is great. You'll like him."

As it turned out, Dr. Hamilton was a neatly-groomed man with a short black beard and a voice that made Reilly sleepy.

Reilly leaned against the room's traditional therapy couch, with Harry sitting on the opposite side. The two kids had naturally put as much distance between each other as possible.

"Oh my goodness, look at you!" he said, prompting Reilly to yawn. "Why, a few months ago, I was visiting you in your artificial womb. I've heard of children shooting up like sprouts, but this takes it to a whole other level, yes?"

Reilly and Harry laughed. Reilly wasn't certain of a lot of things in this word, but one fact she had absolute faith in was that Dr. Hamilton was a good man who she could trust.

"But let's not mince words. My telepathy may be a far cry from Charles Xavier's, but it should more than suffice for a pair of children." Suddenly, Hamilton touched his fingers to his temple and said, "*Traveller*." Every muscle in Reilly's body relaxed. She could feel drool creeping down her chin, and, with a great deal of straining to move her eyes, she could see Harry was in a similar state. "When you two hear this word, you are going to obey and believe whatever you are told by Emily Osborn and, in the clone's case, Miles Warren. You will trust them. You will never hurt them or run away from them. Do you understand?"

In synch, Reilly and Harry said, "Yes."

"Really? Good!" Dr. Hamilton removed his fingers from his temple, breaking the spell. "Session over, then. You're free to go."

Reilly and Harry thanked Dr. Hamilton, then left his house and returned to the limo.

"You were right, Hare," Reilly said as Bernard opened the door. "I *did* like him!"

Miles watched Debra go until she had shut the door and vanished down the hallway. Then Miles sighed and trudged deeper into the lab.

March was almost at an end, and his pet was in perfect health… which meant that in one month's time, the lady Osborn would ensure his precious pet was put to death. Why didn't the woman understand art when she saw it? Did she not see the way the pet flinched at its own reflection? The mix of sorrow and disarray that crossed its face every time the pet called itself "Peter" by accident? It was such a delicate, surreal beauty, Miles could watch it for hours.

Miles forced himself to take a seat. He was short on breath. What was he going to do? He could hide his pet away, but if the Osborns were ever to discover his defiance…

Miles was wrenched from his thoughts by his phone. He composed himself, then brought it to his ear. "Hello?"

"Miles." It was his brother's voice – no mistaking that accent he'd acquired – but it sounded strained, somehow. "We need to talk."

Miles fought to stay casual. "What's the matter, Aaron? Is Mother alright?"

"Miles…" On the other end, there was a sharp intake of breath. "One of my students today… She told me you've had a... house guest."

She. Why, that little scamp.

"Miles, please tell me the truth… how old was she?"

Miles sighed. "Seventeen. That's the legal age, Aaron-"

"Was she a student?"

"She's out of high school, and she doesn't go to Empire State! We just… happened to meet."

"That's still- That's entirely inappropriate, Miles. You broke your promise to me. How am I supposed to- to *trust* you now on a college campus?" Aaron paused. "I don't want to ruin your life, little brother. I promise you, I don't. I've borne your burden for *years*, Miles, but *only* because I believed you were deeply, truly *regretful* for what you did, and you'd *never* make the mistake again."

Miles said nothing.

"I'm telling the police everything I know. I'm not sure how Mother will take the news, but… I *cannot* let you hurt another girl. I'm sorry."

The call ended.

For a moment, Miles sat there in silence. This couldn't happen. Miles's career! His future! And once this came to the Osborns' attention, would they be willing to tolerate Miles's baggage? This couldn't happen. It *couldn't.*

Miles stood from his seat, stepping backwards. The whole lab was spinning around him… until his back hit a shelf. Miles turned to discover a row of chemicals. Mutagens, to be specific.

Miles had always thought Aaron had a lovely house. It was unfortunate that his wife had left him, of course, but on the upside, now Aaron had a nice, big place all to himself. Plenty of room to accommodate an eight foot tall monster.

Miles whistled to himself as he rinsed off his claws in the kitchen sink. Then he toweled off his fur and picked up his little brother's home phone. Ha! Who used *those* anymore? Aaron really should've gotten with the times. Ah, well, it was too late now, Miles supposed.

He managed to punch in the numbers with his claws, then knelt to hold the speaker to his pointy ear.

"*You've reached Gwen Stacy*," came the voice from the other end. "*I guess I can't get to the phone right now, but – Peter, quit it, I'm recording a new answering machine thingy – but leave a message if you want. Peter, that tickles-!*"

Miles waited for the beep, then said, "It's me, little lady. Just wanted to let you know not to bother coming to the lab tomorrow. I'm feeling a bit green."

Every day, sleeping alone got a little harder.

It'd been two weeks since Reilly's "birthday." She was still spending her nights on the web-hammock, and it wasn't like Master had pressured her about it, but… she couldn't stand being alone, and- and she was helpless without him.

"Whoo! New gun!" Harry's voice shook her back to reality. "You want a turn, Reilly?"

"Sure." He passed her the controller. Well, at least calling herself "Reilly" had gotten a little *easier* every day. She hadn't worked up the guts to inform Master of her new name, though. Somehow, she couldn't shake the thought that there must have been a reason he hadn't named her, and who was the pet to question her Master?

Anyways, the days had been pretty uneventful. Reilly had done a couple more practice fights with the Spider-Slayers, but she hadn't been given any real missions yet. Reilly hadn't shown the slightest sign of disobedience again, either, and as long as she visited her therapist regularly, she never would.

"I can't believe you got this a month early." Of course, one of the pros of having Peter's muscle memory was that Reilly kicked ass at these games.

"One of the benefits of being rich." Harry smirked at her.

Currently, the two of them were seated on beanbag chairs in the game room of Harry's penthouse. Master didn't like to let his pet out of sight, but Harry had begged to hang out, and so his mom had ultimately trumped Master's wishes.

"The graphics are pretty sweet," said Reilly, "but I feel like the story had more charm in the original."

"Yeah, but at least they're using Ratchet's better voice actor."

It was kind of the elephant in the room between them, but… this was exactly how Harry used to hang out with Peter. The truth was, it felt like old times to Reilly. For once in her meager existence, she felt like her normal self.

But then Reilly would notice Harry acting jumpier around her when her hair swished or the neck of her t-shirt fell down her chest, and she'd remember she didn't *have* a "normal self."

Harry frowned at her. "Something wrong?"

"Nothing, Harry, it's just..." Reilly paused the game. "Like, a week ago, Gwen, MJ, and- and *Peter* moved into the same apartment building as me and Master. It puts me on edge, I guess."

Harry took this in silently. "I wish we could all hang out together like we used to," he suddenly said. "I mean, I don't know Mary Jane all that well, but I think Peter and Gwen would really like you if you gave them a chance."

"*No.*" The sharpness of Reilly's voice made Harry flinch. "They can *never* find out about me, Harry! Do you understand me? I'm staying *out* of their life!"

"Yeah…" Harry's head fell. "Maybe it's better we both do. Sorry."

After that, they continued the game in silence.

"Hey, Reilly?" But a couple minutes later, Harry gathered the nerve to speak again. "I've gotta go to another one of Fisk's charity balls this Sunday. They're pretty boring, and usually I just take an escort, but… would you…?" He glanced away, flushing.

"You want me to go to a party? With people around?" The next thing she knew, Reilly's heart was beating faster. "*Looking* at me?"

"Um… kind of hard to have a party *without* people."

What was Reilly supposed to do, fix up her hair? Wear a dress? She didn't even know how to hook on a bra! What, should she go ask Harry's goblin mom for beauty tips?

"*I'm really sorry, Harry, but I'm kind of a lesbian I think, and I'm a gender-flipped clone of Peter and I have all his memories and only Master can love me anyways, so it'd just be super weird.*" In fact, if Harry was trying to ask out a person who was *exactly the same* as *Peter* but a girl… Okay, Reilly was officially burying that thought in the darkest recesses of her mind forever.

"Uh… uh..." Looked like Harry was breaking a sweat, himself. "April fool?"

There was silence.

"Ha… ha… You got me!" Reilly punched his shoulder.

"Ah ha ha ha ha… Yep. I'm such a kidder."

They didn't make eye contact again for the rest of the evening.

"I'm surprised you didn't want to spend time with your new friend, pet."

Master sulked into the ESU lab, and his pet scurried in after him. Had she hurt his feelings? She hadn't meant to. She would never harm her master!

"Well, I already hung out with him a lot today," she said.

"I see." Master still seemed upset. The pet could always tell when Master was upset. She knew him better than anyone. "At any rate, the student interns will be here shortly, so I suggest you hide in my office for the time being."

"Right, right." That'd been the plan for the past two weeks. But even when the office door was securely locked, the fact that Gwen and… her boyfriend… were on the other side of it gave Reilly goosebumps.

But today, right before Reilly could sneak away, Debra Whitman entered the room. Reilly flinched, but as it turned out, Debra was the first person to regard Reilly in the exact same way she'd always regarded Peter. Guess she gave *everyone* that sour look.

"Who's this supposed to be?" she asked as she set down her purse.

Master put a hand on his pet's shoulder. "Just a friend of mine, Debra."

“Why isn’t she wearing a bra?”

Reilly glanced down at her own t-shirt, and then Master gave her an expectant look. Guess she’d be fielding this one.

“To… fight the patriarchy?” She found herself smoothing her hair with her fingers. It’d gotten more than a little frizzy, seeing as Reilly hadn’t bathed once since she came out of the pod. Undressing kind of terrified her.

But at this answer, Debra snorted. “Cute. Word of advice, kid, if you want to go anywhere in life, you find someone with power like the good doctor here, and you do anything and everything they ask you to.”

“That’s quite enough, Debra.” And with that, Master ushered his pet into his office, locking the door behind her.

Debra’s words were still floating in Reilly’s head by the time Peter and Gwen left. Master allowed his pet out of the office and ordered her to wait in the hallway while he conducted some business with Debra in the lab.

Great. Why’d he always need to conduct business with Debra after every lab session? He always took forever. Nevertheless, Reilly followed the order without protest. The concept of disobeying Master had grown increasingly difficult for her to grasp.

Reilly at least wished Master would’ve let her have a phone so she could be browsing Twitter right now like a proper female. Reilly yawned and examined her fingernails. Ugh, talk about chipped. Um, not that Reilly cared.

“Oh, it’s you,” a voice called out. A voice that made Reilly’s heart stop. “Hey, could you grab my purse from-?”

“*You?*” Reilly almost tripped over herself in her scramble to hide her face in her hands. “Don’t look at me! *Don’t look at me!*”

She didn’t stop running until she was safely out of sight behind the corner. Composing herself was a process that took several minutes, but when it was finally done, Reilly risked a peek back at the hall.

Gwen was gone. She must’ve grabbed her purse and left already. With that in mind, Reilly was brave enough to return to the door.

She sighed. She couldn’t keep living like this. Just the thought of Gwen made Reilly’s chest ache. There was a part of her that wanted to cry out for Gwen, to run towards her and wave her arms and scream, *It’s me, Gwen! It’s Peter! You have to help me!*

But things could never be that way. If Reilly did that, it would only make Gwen see what a freak she was. Gwen already had a Peter in her life – She didn’t need another one. Besides, Gwen could never love Reilly because- because she wasn’t Master.

Reilly shut her eyes. Thought of the web-hammock. How lonely it was up there. She’d been such an idiot… Debra was right. By resisting Master, all Reilly was doing was making things harder on herself. Reilly wasn’t Peter Parker, and she never would be. It’d be best if she just… let go of that.

The door handle gave a sudden, frantic jiggle, and when that failed to open it, there was an ear-

splitting pounding on the thin slit of glass that served as the door's window.

"*Help me!*" came out a hoarse, muffled voice. "*God, please, someone help me!*"

Body Image

Reilly made no further attempts to shield herself from the downpour of freezing rain. She deserved it. She'd punched her master. Sure, she hadn't realized that big, green, hairy thing was him at first, but even once she *had* known that, she'd deliberately misinterpreted his instructions. She'd helped Gwen to safety. Reilly had… disobeyed Master.

She'd run away from him.

All at once, Reilly realized how high up she was. She clung to the edge of the rooftop, shivering. It was freezing up here, and her head and hair were still a bit sticky even after she'd peeled most of the webbing off her ears (which majorly grossed her out, by the way. Basically the equivalent of sneezing all over herself). Reilly needed to finally take a shower. More than that, she needed food. She'd used a ton of webbing to get here, and now her stomach was ready to revolt if she didn't fill it soon.

A thought struck her – There was food at Master's apartment. There was a shower at Master's apartment. Maybe if his pet came back to him and *really* laid it on thick with the groveling...

Don't even think about it, bimbo. Reilly shook herself out of it.

If anything, she should've gone straight back to Peter's aparkerment. Reilly had just saved Gwen's life, after all. Surely, no matter how freaky Reilly was, Gwen would at least be hospitable to her? Gwen owed Reilly her life, after all. And when you thought about it, Reilly didn't just have Peter's memories, but also Peter's feelings. Reilly loved Gwen. Gwen had to understand that. She was *Gwen*.

But then Firestar had flown overhead and Reilly had gunned it out of there. She wasn't eager to be dissected by S.H.I.E.L.D., thank you very-

HAD SHE JUST SAID "A-*PARKER*-MENT?" Jesus Louisus, she was slipping into delirium. Reilly's whole body was shivering. She felt like she'd taken a wintertime dip in a swimming pool.It was the kind of chill that ran down to your bones.

Beside Reilly, a pigeon preened itself. These little guys were her only friends at the moment. There'd been a hobo, but he'd set off Reilly's spider-sense – hence why she was sleeping on the rooftops.

Reilly sneezed. She was gonna get hypothermia if this kept up. Sheesh, Hydro-Man hadn't given her this much trouble. *Peter*. She meant he hadn't given *Peter* this much trouble.

Reilly tried her best to huddle away from the rain, but it was flying pretty far. For a second, the growl of her stomach drowned out the patter of the rain. Man, she could go for Aunt May's wheatcakes right about now. In fact, Reilly wondered what'd become of Aunt May. Had he abandoned May to a life of solitude in Queens? Yeah, he must've.

Reilly couldn't believe that guy, ditching his poor sickly aunt to go hang in his fancy new bachelor pad with two babes. Back when *she'd* been Peter (kind of), he'd always been down on his luck, forced to put his responsibilities as Spider-Man over his relationships as Peter Parker. Heck, Gwen had probably been fixing to break up with him since it was *his* fault she'd lost her father. Reilly bet this new jerk Peter had managed to parley his way out of that one.

Reilly hated him. She hated his stupid, pretty boy face and- and that smug attitude he always took

when he fought supervillains and his awful haircut and his weirdly-shaped nose (which Reilly had inherited, so thanks for that, big bro, thanks a bunch). In fact, maybe *he'd* been the clone and *she'd* been the original all along! It was possible. *It was possible.*

Reilly hung her head. She felt dumber for having put that to words.

Her teeth were starting to hurt from chattering so much. Maybe she could live with Aunt May if she played it off like she was some poor street urchin child who needed a place to stay… No, surely Aunt May's eyesight was good enough to recognize her own nephew's face. Besides, if Reilly stayed with May, even a creep like new-Peter would no doubt to pay a surprise visit to his aunt eventually, and that was a meeting Reilly wasn't eager to take part in. Besides, Gwen knew Reilly had spider-powers, so Spider-Man would no doubt already be searching for her.

Reilly just hoped May wasn't too lonely. At least she'd made some friends when she'd started volunteering at the F.E.A.S.T. shelter.

Wait. F.E.A.S.T. was an acronym that spelled "feast," and you typically feasted on food, which Reilly was very hungry for right now, and they gave out free food in homeless shelters, and the "S" in feast stood for "shelter," and the "F" stood for food, and the F.E.A.S.T. shelter was a homeless shelter, meaning it gave out free food to homeless people, and why was she calling it "F.E.A.S.T. shelter" when the "S" already stood for shelter so it was like saying "A.T.M. machine," *and why was Reilly sitting around here freezing her adorable derrière off when there was free food to be eaten?*

Reilly hopped to her feet and shot a web to a far-off building. *Thwoooophhht*. Well, that was the sorriest strand of webbing she'd ever seen. It only went five feet before dangling off the rooftop like a noodle. She must've mixed up the formula wrong-

Oh. Right. Organic.

A painfully, painfully dorky man was driving down the street on his pizza delivery scooter.

Thwip. A thinner-than-usual web-strand darted out, leaving the man with one less box than before.

"Whooooa!" yelled a bystander from the sidewalk. "She stole that guy's pizza!"

Okay, Peter and Gwen had at least made MJ throw on a bathrobe.

"No hairy green monsters?" Peter was saying as he paced the living room ceiling. "What about creepy, mustachioed men? Or, actually, when he turned back into a regular human, do you think his facial hair went back to normal, or was it, like, sucked into his face with the fur-?"

"I didn't see him anywhere near your apartment, Petey." On the other end of the phone, a voice yawned. "I gotta get back to the school. I've got a night class in an hour I need to… sleep through..."

"Thanks, Liz. I owe you big time for guard duty." Peter hated to expect this of Liz, even if she was a low-level X-Man now, but, well, if Jackal was going to attack the apartment, surely he'd have done it already, right?

"Actually, though, I did see that weird spider-girl lurking around. I tried to talk to her, but she freaked out and ran."

"Yeah, she seemed pretty shy with us, too."

“In her defense, I *was* covered in fire at the time.” Liz yawned again. “Anyways, if the Jackal’s brainwashed her like Gwen thinks, then the X-Men can definitely help this girl. Usually, Professor X would track her with Cerebro, but most of the X-Men are on some super important mission up in Canada right now. I don’t know much about it.”

“It’s okay. At least you’re here to help out.” Peter sighed. “I hate to let Gwen and MJ out of my sight with Jackal running loose.”

“Oh yeah, you’re living with both of them.” All of a sudden, Liz’s voice was significantly bouncier. “*That* must be interesting.”

“Ah ha ha… ha…” Peter’s eyes flitted to the blonde beside him on the couch, then to the bathrobe-wearing redhead in the armchair across from him. “Nope, pretty boring, actually.”

“Seriously, Petey, I-” But then Liz grew somber. “I know I’m the one who egged it on, but Gwen *has* gotten jealous before, and, well, MJ had the whole school salivating just by strolling into the Fall Formal that one time. Tread carefully, y’know? If I was you, I wouldn’t give Gwen reason to even *think* you might like-”

“*Hey, is that Peter?*” A distant voice bled through the speaker. “*That’s who she’s latched onto next, right? Are you warning him-?*”

Hisses and pops intercut the audio, but Peter could still make out Liz’s voice: “*Y a ti que te importa*?”

“*Careful, Peter!*” called out the echoey second voice. “*She seems like such a fun party girl until the crazy manifests-!*”

“*Cállate, maldito idiota!* Err, sorry about that, Petey.” The audio cleared up again. “Mark’s cranky he has to have that weird ant-surgery again. You’d think he’d be happy he escaped jail time…” She paused. “Uh, Petey? You there?”

“I’m here, I’m here. But I, uh, I’ve gotta go, actually.”

“Ooh, yeah, long phone calls with your ex could set Gwen off, too. Bye!” The phone beeped.

The moment the call ended, Peter dropped onto the couch beside Gwen, then fixed his attention on the ancient, box-sized TV leaned against the back wall. Onscreen was footage of a wrecked science lab.

“Empire State University’s bioengineering lab is in ruins this morning after a werewolf-like creature terrorized the campus. While there were no reported injuries, this dramatic footage was captured by several students...”

It may have been an unwatchable vertical video, but there was no mistaking the cellphone footage that flashed across the screen – The big, green, hairy guy matched Gwen’s description of the Jackal to a T. The video showed him sprinting across the campus sidewalk on all fours, leaving fleeing students in his wake. He’d been chasing after Gwen and the mystery girl, no doubt, but luckily those two hadn’t been caught on camera.

“Ha!” The sight left Peter snickering. “I *knew* letting Hulk make a Fur Affinity account was a bad idea.”

Gwen stared at him a second. “...Huh.”

“Police are searching for Dr. Miles Warren, a college professor and head of the lab, as a possible suspect,” the report continued. “Warren has gone missing in the wake of the incident.”

After a minute, the news cut to interviews with some of his students. “He always creeped us out, to be honest,” one said. “Turning into a hairy green monster sounds like the kinda thing he’d do.”

On the other side of the screen, Gwen gave Peter a look. “Hey, now that I think about it, we don’t have to worry about Warren blacklisting us as interns anymore, do we?”

Peter sighed. “I don’t know. Let’s just focus on finding him for now.”

“But if *the police* can’t find him, what good can *we* do?” asked MJ.

“Well, the police can’t web-swing,” said Peter. “A bird’s-eye view could make Jackal easier to spot. Giant green monsters have a way of standing out in Manhattan.”

“Right, and we can check the internet to see if anyone else runs into him.” Gwen thumbed through her phone with one hand and sipped milk with the other. “We’ll have to use our data, though, unless you guys want to spring for wi-fi...”

“Don’t you think Warren’s turned back into his regular creepy self by now, though?” asked MJ. “What are you gonna do, search every inch of Manhattan for skeevy guys? It’ll be a needle in a haystack.”

“Well, that spider-girl was clearly connected to him,” said Gwen. “She might be easier to track if she’s web-swinging around the city.”

"Yeah, but that's not the only problem." Peter bowed his head. "Jackal could come back here while I'm off swinging around. I mean, I know we called the police to guard his apartment, but their track record against supervillains isn’t the best. The X-Men are out of town except for Firestar, the Fantastic Four aren’t even in this *dimension* right now, and it’s not like I can just drop you guys off on the Avengers Tower doorstep for daycare. Those guys probably think the Jackal’s beneath them, anyways.” His brow creased. “I could give you two some spare masks and take you on patrol with me, but I’d hate to put you in harm’s way.”

“Well, I don’t know about you guys, but I already called out of work for this weekend.” Gwen fixed a loving gaze on her boyfriend. “You want to stay here and guard us until Firestar’s class is over?” She kissed his cheek.

Peter kissed back. “Not the *worst* use of my time...”

“Hey, Peter? I unironically love you,” said Gwen.

“I unironically love you, too,” said Peter.

There was a pause. Peter risked a peek to discover MJ staring at the wallpaper and fidgeting with her robe. “What’s this, now?” The moment she caught his eyes on her, she smirked. “‘Unironically?’ Is that even a word?”

“Oh, it’s-” Gwen traded glances with her boyfriend. “It’s just a thing me and Peter say.”

“Wow, careful not to give yourselves diabetes, there.” Mary Jane sat back in her chair, drumming her fingers on the armrest. “So, uh, anyways, I guess now we’re stuck here… all weekend… with nothing to do…”

The three of them sat in silence. Gwen looked at MJ. MJ looked at Peter. Peter looked at Gwen.

Gwen coughed.

Reilly hadn't realized how much she'd missed web-swinging until she was above the skyscrapers again. She cartwheeled in the air, not even caring that she was in her street clothes. So what if people saw her? For Reilly to need a secret identity, first she would need an actual, y'know, identity.

As it turned out, one pizza could make Reilly enough webbing to swing from the heart of Manhattan to Chinatown with some to spare. Reilly was starting to get a feel for how many webs she had left at any given time – Her wrists ached when they were running low. Reilly hated to leave a trail of non-dissolving webs wherever she went, but at least these versions were biodegradable, and they lost most of their stickiness after a while, so they wouldn't cause a public nuisance. Hopefully, erosion could take care of them.

She dropped down in an alleyway and then made her way to the shelter. The rain had slowed to a trickle by the time Reilly reached the place. Despite the wetness, there was quite the line outside. Way too big for such a tiny building. Reilly- no, *Peter* had seen it from the outside a couple times when he'd walked Aunt May here, but he'd never gone in.

The line crawled along until Reilly was finally inside. The building itself was pristine and spotless, though the same couldn't be said of its residents. The main room was about the size of a gymnasium. Some tables had been up off to the side where volunteers served people food, but most of the space was occupied by mattresses, and most of the mattresses were themselves occupied, usually by multiple people. Reilly saw one that had a whole family of four crammed onto it.

A sudden sneeze ejected from Reilly's face, which prompted a man in a crisp penguin suit to scramble towards her. He looked to be in his late twenties or early thirties.

"Oh my goodness, you're freezing!" The man shoved something into Reilly's hands before she could protest.

She looked down to discover a hoodie. It was a pretty garish shade of sky blue, but that was the last thing on Reilly's mind as she threw it over herself. Once she was feeling warmer, she managed to murmur, "T-Thanks, Mister, uh…?"

"Li." The man smiled at her. "Let's get you some food, dear."

A couple minutes later, Reilly was seated on one of the shelter's rare empty cots. A bowl rested at her feet that'd held soup a few seconds ago, and the bagel in her hand wouldn't exist for much longer, either.

"You look like you have a story to tell." Mr. Li hovered by her mattress, hands in his pockets. "What kind of trouble are you in? If there's anything we can do to help..."

Oh, well, you see, I'm a female clone of Spider-Man… "My, uh, dad is kind of a weirdo," Reilly said through a mouthful of bagel. "I was born in secret away from, like, civilization and stuff, totally off the grid, but then I guess I grew up enough to realize he was..." She swallowed. "...a monster. And now I'm here."

"I see," Li said slowly. "So you need legal proof of your existence?"

Reilly nodded, taking a sip of milk from a paper cup.

"I'll see what I can do." Li knelt down, placing a hand on her shoulder. "Can I ask you your

name?"

"P- R-Reilly. It's Reilly."

Mr. Li nodded. "Well, Reilly, I ran away from home, too, when I was your age, and I had no one to rely on but myself. That's why I opened this shelter – because I never wanted anyone to find themselves in that situation again." If the blanket wasn't warming Reilly up, Mr. Li's smile sure was. "I promise you, I will do everything in my power to give you identification. You're going to need it to receive government aid and hopefully find employment."

"T-Thanks."

Reilly never thought she'd be a fan of hugging total strangers, but she guessed she could surprise even herself. Stupid estrogen…

"Trust me, Reilly, the sooner you can get a job, the better things will be for you."

A job, huh? Reilly was still mulling this over as she strolled out the shelter a couple hours later. Mr. Li had promised there'd be a spot for her when she got back, and Reilly had needed to stretch her legs. The truth was, there'd been a strict upper limit on how much food they were allowed to give her, and it was becoming increasingly obvious that Reilly's stomach was a black hole.

She hated to admit it, but Reilly was weighing the virtues of stealing again. Objectively, Reilly knew it was wrong, but somehow, she didn't think her stomach cared about objectivity. With her powers, it'd be so easy…

"*Hey! Someone stop that guy!*"

But it turned out Reilly wasn't the only person with an idea along those lines. Across the street, a stubble-covered man was bolting down the sidewalk with a wallet in his grubby fingers. Another man sprinted after him, but he was a little too pudgy to have much hope of catching up.

Reilly almost smacked herself on the forehead. How could she forget? She already had a job. The most important job she'd *ever* have.

Thwip. Before she was even aware of herself, Reilly had pounced on the man and webbed him to the ground.

"You sure can pick 'em, y'know that?" Reilly gave the mugger's head a nice, swift kick. See how *he* liked being kicked when he was down. "That dude just walked out of a homeless shelter. He's probably got, like, four dollars and a ball of lint in here."

She turned to toss the dude his wallet, only to discover a phone aimed at her face.

"Oh my god!" The man gave his rescuer a big, stupid grin. "You're that spider-chick everyone's been talking about!"

"*No, wait, please don't-*" Reilly shielded her face from the white flash. Her face couldn't go on the internet. Peter and Gwen basically *lived* on the internet!

"I'm gonna get *so many* followers now! Thanks, spider-chick!"

As it turned out, most of the pictures he uploaded would be of Reilly's backside as she sprinted up a building and out of sight.

Reilly had let herself be blindsided for a moment, but now, she'd doubled her resolve. So what if she was homeless or hungry or a clone? The words of Uncle Ben were still the absolute truth. Reilly would never use her powers to steal again.

Right after she looted Chinatown's local Party City. In her defense, she'd left the shopkeeper a handwritten note stating, "*I am very sorry for stealing. It was for a good cause*," and then she'd drawn a smiley face with its eyes closed and a bead of sweat on its forehead.

Pilfering ten dollars of costume supplies was a small sin to commit, though, if it meant Peter, Gwen, and Aunt May wouldn't be burdened with Reilly's secret. Sure, Reilly's current resources wouldn't make her anything as fancy as Peter's costume, but it *was* said that artists worked better with limitations.

With her supplies in hand, Reilly set up her work station on the privacy of a rooftop and began her craft. She started with one of those novelty full-body spandex suits that made for such *hi*-larious Youtube videos. The only red one in stock had been more of a darkscarlet than Spider-Man's traditional crayon red, but what can ya do? Then, Reily cut out the eye-shapes and stitched the mask of a second, white spandex suit to the inside to give it that iconic Spidey glare.

That was a good start, but it was missing the blue. After a bit of thinking, Reilly slipped off her hideous sky blue hoodie and put it over the costume. She frowned. That was better, but now there was *too much* blue. Those hoodie sleeves had to go. *Rip*. The torn sleeves look was still cool, right? (Don't worry, the shelter had given Reilly a plastic bag full of extra clothes, so she didn't have to worry about her arms getting cold out of costume.)

Yeah, now we're talking. All Reilly had left to do was use a Sharpie to draw on the obligatory spider-logo on the hoodie's chest region, and she was in business. Once she had on the spandex and the hoodie, Reilly added a silver belt and bracelets she'd swiped. Of course, she had no use for web-shooters or extra cartridges, but it felt nice to have the familiar weight.

Speaking of webs, as much as Reilly refused to wear a bra, she had to admit, swinging around the city was starting to do a number on her boobs. After checking to make sure no one was around, she stuck a hand under her shirt and gave them a web-binding. There, now she could feel nice and comfy as she did her acrobati- *She was suffocating, she was suffocating! What sorcery was this?*

After a minute of writhing on the rooftop, Reilly managed to compose herself. Deep breaths. She could do this. Being a girl was easy.

Stupid Peter thought he was so great, but Reilly had just made her own, brand new, way cooler Spidey costume. That'd show him! Beaming with pride, she went to examine her reflection in one of the big old windows on the side of a nearby building.

Her heart stopped. She'd drawn the spider logo about forty-five degrees crooked… on purpose, of course! That was- That was stylistic flair. What, didn't you recognize stylistic flair when you saw it? It looked great. Really… Really cool little touch there.

Thwip. "Heeeey, you guys aren't the ATM repair technicians!"

One of the criminals was quickly enveloped by a web-cocoon. Normally, this was the part where the other two ran away, but instead, they burst out laughing.

Reilly shrank from her spot on the alley wall. "What?"

"Did you draw your spider on SIDEWAYS?"

“BWAH HA HA HA!”

Boy, she was glad she was wearing a mask. “Shut up! It looks badass!”

“Don’t worry, it’s okay,” said one of the thugs. “Dyslexics need a hero, too! AH HA HA-!”

“...I’m webbing you now.”

“I knew this day would come!” Jameson slammed some pictures of a scarlet blur down on his desk. “I knew that webbed freak would inspire copycats. If this keeps up, the whole city will be crawling with ’em. But what I didn’t know was that when this day came, *I’d have to print crappy cell phone pictures on the front page*.” His eyes searched the room, as if his photographer might be hiding under a chair. “As soon as Parker shows up to work again, he’s fired.”

He paused his ranting to take a puff of his cigar. “This new guy needs a name. Something snappy.”

“*They always need names with you,*” muttered Robbie at his side.

“You mean this new *girl* needs a name, sir,” spoke up Foswell from by the door.

“Hey, you can’t just assume that because they’ve got hips!” said Jameson. “That’s sexist! Plus female criminals don’t sell as many papers. No one wants to read about some broad.”

“Foswell’s right, though,” said Urich from beside Foswell. “Tons of eyewitnesses saw her swinging around before she made her costume. She’s definitely a girl.”

“Fine, fine,” Jameson grumbled. “She still needs a name.”

“Well...” In the corner of the room, Ned Lee cleared his throat. “The big difference from Spider-Man is that this girl’s costume is scarlet, right? So how about the Sc-?”

“Shut up, Lee, grownups are talking.” Jameson snorted smoke into his face, sending Ned into a coughing fit. Jameson turned back to Robbie. “Is ‘Spider-Woman’ taken?”

“By no less than three different heroines.”

“What about ‘Spider-Girl?’”

“We get enough angry letters calling you a misogynist, thanks,” Robbie said flatly.

Jameson rolled his eyes. “Where do those wackos get their ideas?”

“Mr. Jameson?” Just then, Betty stuck her head through the office door with a phone in her hand. “Your wife is on line two-”

“TELL HER TO JUMP OFF A BRIDGE!”

“*Mr. Jameson says he’s sorry but he can’t come to the phone right now...*” Betty gently shut the door back.

Jameson turned back to the others. “Madame Web?”

“Also taken,” said Robbie. “By a famous fortune teller, though, and it’s not an alias. Her last name just happens to be ‘Web.’”

“Did she trademark it?” asked Jameson.

“Yep.”

“Dammit-! No, wait, I’ve got it!” Jameson’s face lit up. “The Black Widow!”

Urich looked back down at the photo. “She doesn’t have the figure.”

“Ah, you’re right.” Jameson sighed, shaking his head. “No one will *ever* live up to that legacy...”

“How about Spinneret?” offered Foswell.

“Too obscure,” said Jameson.

“Silk?” offered Robbie.

“Too simple.”

“Arachne?” offered Urich.

“Too outdated.”

“Araña?” offered Robbie.

“I don’t speak Mexican.”

“Kid Arachnid?” offered Ned.

“Get out, you’re fired.”

“Aww...” Ned slinked out the room.

Jameson scratched his chin. “It needs alliteration. All the best names are alliterative.”

“How does ‘Web Woman’ sound?” asked Foswell.

“Stupid,” said Jameson. “*Waituhminute*…The big difference from Spider-Man is that this girl’s costume is scarlet, right? So how about the Scarlet Spider?”

The other three men traded glances.

“You’ve done it again, Jameson,” said Robbie.

“Like there was ever any doubt.” Jameson leaned back in his chair, letting out a deep belly-laugh. “I can see the headline now – SCARLET FEVER: NEW SPIDER-FREAK TERRORIZES CITY!” He cackled to himself. “The sooner we inform the public, the sooner we can get *both* wall-crawlers sent to jail where they belong!”

“Oop, go to jail, Tiger.”

“Oh, come on!” Peter reluctantly moved his little metal top hat to the jail square. His eyes flitted to the rather stringent number of brightly colored bills he and Gwen had compared to MJ.

Currently, the lovebirds were huddled together on the couch while Mary Jane sat across from them on the carpet, with the game set up on the TV table between everyone.

A smirk crossed Peter's lips. "Now, see, if this was strip poker, I'd be kicking your butt."

MJ's eyes flitted to her pink bathrobe, then to the t-shirts, jeans, and jackets the other two wore. "I don't know about that," she said. "I've got a heck of poker face." She snatched a couple more chocolate chip cookies from the package. It was supposed to be for all three of them, but somehow the bag had ended up in Mary Jane's lap.

"That's nothing," said Gwen. "All I've gotta do is give someone The Look-"

"-and they hand over all their chips," said Peter. The couple shared a laugh.

"Oh, you're finishing each other's sentences now?" MJ raised an eyebrow. "Your assimilation's almost complete." The remark was followed by yet more laughter. "Aww, look at us. You'd almost think a big green monster *wasn't* threatening to kill us."

"Yeah, well, no point dwelling on the Jackal attackal," said Peter. "I mean, Jackal attack."

There was silence. Followed by an uproar.

"*Oh my god, that should not be funny.*" MJ wiped her eyes.

After several minutes, the room finally grew quiet again. Then Gwen blurted out "*Jackal attackal!*" and the uproar returned in full swing.

It took a while for it to die down again, but eventually it did. In fact, there must've been something wrong with MJ's face because suddenly Peter and Gwen were looking at it all somber.

"MJ?" Gwen frowned. "You okay?"

"Yeah, yeah, I'm fine." Mary Jane wiped her eyes again. "I just… I honestly didn't know laughing could hurt." She took another bite of cookie.

Peter hated to admit it, but this weekend's search had been a total bust. First, Spider-Man had gone back to the secret lab beneath the abandoned police station, but the place had been stripped barren. He hadn't found so much as a green hair. Spidey should've returned to that lab about six months sooner, but he'd actually fallen for Warren's lie that it was owned by ESU. Peter had *known* it was a supervillain lair! In his defense, though, the four extra arms had used up a lot of blood that normally went to his brain.

Next, Spidey had tried to search the wreckage of the ESU lab, but it was already crawling with police, and he didn't want to interfere with their job.

With no other options left, Spider-Man had tried to track down the spider-girl. She left a telltale trail of webs wherever she went, but the problem was, so did Spider-Man. Sure, his dissolved after an hour, but the longer he swung around, the more confusing he made things for himself. Spidey had only made some headway once he noticed that her webs were more white than his gray ones. According to Gwen, the mystery girl could shoot those things out of her bare wrists. That was… unspeakably gross, but nevertheless, the little scientist in Peter had urged him to snatch a couple strands for further study.

Unfortunately, the trail had ended in Chinatown, and it wasn't like Spidey could barge into random people's homes to search for her. Well, he *could*, but it'd make him a massive jerkwad. Heck, Spidey didn't even know what the spider-girl's real face looked like, and "frizzy-haired brunette" wasn't a lot to go off of.

As one last kick in the teeth, Spider-Man hadn't even managed to find any more gene cleanser. He'd used up his final batch during the whole Morbius/Lizard/Man-Spider ordeal (Not a memory Peter was eager to revisit). Dr. Warren must've either hid it or stopped making more to remove the Jackal's Achilles' heel, and Peter didn't have the resources to create his own, even if he threw in his entire web-fluid budget.

Peter's eyes flitted to the redhead walking parallel to him through the hall. Gwen had scurried off to put her saxophone in the band room before class.

"You alright?" Peter couldn't help but frown at her.

Mary Jane sighed. "Yeah. Just dropped out of the play."

"What?" Peter gave a start. "But the theater's basically your life-"

"Not when I'm cast as Lady Macbeth and have to pretend to have chemistry with Harry every practice." MJ made a face.

"Ooh, yeah, I see your point, then." For a moment, the two of them focused solely on their trek to the classroom. "It's probably for the best, anyways. The three of us ought to stick together as much as possible while Jackie Boy's on the loose. You can wait with me on Gwen's band practice now."

"Surprised Gwen even wants to go to that when a giant green monster could pop out and eat her any second," said MJ, hands in her pockets (though they couldn't go past the knuckles with those skinny jeans she had on).

"Yeah." Peter took a breath. "She's really soldiering through this… or trying to *look* that way to us, at least." He sighed. "I wish Jackal would hurry up and show himself so I could beat him already. I just want things to go back to normal…"

"Yeah, well, sometimes I think 'normal' and 'Mary Jane Watson' are like poles of a magnet." MJ resumed the march to the classroom, and Peter followed after her. "Anyways, you gonna keep hunting for Scarlet Spider after school today?"

Peter's face went blank. "Who?"

Mary Jane gave him a look. "Have you *been* on the internet lately?"

Scarlet Spider, huh? That's what all the articles were calling her, and the name had already caught on with Twitter and Reddit. Hmm, Peter wasn't sure he cared for that. It kinda pigeonholed this girl into always wearing the same color. Like, what if she wanted to change her costume someday? When Spider-Man had donned black for a while, he'd still been "Spider-Man," whereas this chick would've had to change her name to "Black Spider" or something. It'd just be confusing.

"Phones away, everyone," said a voice from the front of the room.

Peter flinched and stashed his Osberry in his pocket. He looked up to discover some chubby guy where Professor Warren normally stood. Another biology sub? Peter couldn't say he was surprised.

"If I may have your attention, please." Wait, the sub wasn't the only adult in the room. The school principal was there, too, and she wore a distinctly somber expression.

A hush fell over the class. It was like they could sense the severity of the words that were about to come:

“I’m afraid Professor Warren is… no longer with us.”

Coming Out

Aaron Warren had been found dead in his home this morning. The school faculty hadn't gone into detail, but the news reports on Peter's phone sure had.

He all but slammed the door behind him as he, Gwen, and MJ trudged back into the apartment and threw down their backpacks. Peter took a second to steady his breathing, then turned to the other two. "It's Jackal. It had to be. I knew he was a monster, but… his own brother?"

How could this keep happening? It was like ever since Sandman, Peter's world had been steadily unraveling, like his ability to save people was diminishing. Even a superhero couldn't save everyone, but still… *No*. Peter couldn't worry about his *own* anxieties right now.

"You okay?" He squeezed Gwen's hand – and Mary Jane, evidently, had the same idea. The two of them led Gwen to the couch, gently setting her down.

Once the news had broken, the school had allowed students to either leave early or see guidance councilors. Gwen had adamantly chosen the former.

"I'm the one who told Professor Warren about that girl." Her voice was hollow. "It must've… raised his suspicions… made him a target..."

"You couldn't have known that," Peter said softly. "This is no one's fault but Jackal's."

Gwen managed a nod. "I know. I know. I guess I just… need you guys right now." She wrapped a hand around Peter's. "I love you."

"I love you, too," Peter said softly.

"And..." Gwen's other hand wrapped around a different hand. "...I love you, too."

She was met with silence. Well, that seemed kinda off. Peter had expected MJ to reply by hugging her or something, not recoiling like she'd been stung.

But he barely had time to dwell on it – A moment later, the silence was shattered by a pounding at the door.

"*What?*" Peter sprang off the couch.

"*Is it Jackal?*" Gwen blurted out.

"That's awfully polite of him to knock…" Peter hurried over to answer it.

Luckily, the guy on the welcome mat wasn't the least bit green. He was just some schlubby guy with graying hair and a white, sweat-stained tank top.

"Can I help y-?"

"You s'posed to be her latest boyfriend?" the guy snorted.

A drawn-out groan hit Peter's ears from the couch.

This conversation had lasted two seconds, and already Peter was scowling. "I don't know what you're talking about, sir."

“Don’t bother, kid.” Flecks of spittle landed on Peter’s t-shirt. “I hired a private investigator. I know she’s here.”

“Actually,” said Peter, “speaking of private, this property is kind of-”

“Save it.” He had a hint of a Brooklyn accent, but it wasn’t too pronounced. Not in comparison to his gut, anyways. “You’re young, so you don’t know any better, but I’ll go ahead and warn you girls like Mary are parasites, and you’re better off puttin’ her back where you found her. Now, you tell that whore her mother’s sick-”

“*Oh, NOW you care about Mom?*” That voice from the couch sounded a lot closer now.

Peter turned his head. “Don’t sink to his level, MJ-”

“*If you don’t come back, I swear I’ll call the cops on-*”

“*I emancipated myself, dumbass!*” MJ retrieved a wadded-up sheet of paper from her purse, then pushed past Peter so she could shove it in the man’s face. “*And my name’s on the lease, so good luck with that.*”

“*I swear to God, Mary-*”

Okay, the guy had just tried to stick his foot through the door. Peter’s hands clamped down on his collar – or at least the closest approximation to one on that tank top. He was close enough to smell the alchohol on the dude’s breath.

“Sir,” Peter said through gritted teeth, “I’m going to tell you one last time to get away from my apartment.”

The man scoffed. “Yeah? And then what’re you gonna do, bitchboy?”

His tune changed pretty quickly once his feet were no longer touching the ground.

“*What the-? How-? Put me down!*”

“If you say so, buddy.” Peter gave the guy’s rear a nice, firm kick, sending him skidding down the staircase. And with that, Peter returned to the apartment, slamming the door behind him.

Mary Jane was standing across from the front door, gawking at Peter like he’d just cracked open the gates of heaven. “Did you… punt my dad down the stairs?”

“Um...” Peter glanced away, blushing. “Yeah, kind of-” He was cut off – The arms around his torso had deprived his lungs of the necessary air speech.

Well, today had taken a turn. Now *Gwen* was the one consoling *Mary Jane* on the couch. She and Peter sat on opposite ends, Peter patting her arm and Gwen stroking her hair.

“It’s okay,” Gwen murmured. “It’s okay, MJ…”

“Well, you finally met my old man.” MJ wiped her eyes, smiling to herself. “Real charmer, isn’t he? Whatever else you could say about him, he’s always had a gift for astute observations.” Her lids clamped shut. “You two are the lovebirds, and I’m the #$%*ing cuckoo bird.”

At this point, Peter and Gwen didn’t even need to trade glances behind MJ’s shoulders. As if on cue, Gwen squeezed MJ’s hand while Peter took a deep breath.

“Mary Jane…” he began. “When I’m out there as Spider-Man, y’know all those goofy jokes I make?”

MJ wiped her eyes. The tears had been undercut by a quizzical look.

“Every time I make those, I’m actually scared out of my mind.” Peter glanced away. “But I put on the mask, and everyone thinks I’m this fearless hotshot hero.”

There was a sniffle. “I don’t see what that has to do with anything.”

“*MJ*.” Gwen scoffed in spite of herself. “Listen, Peter and I get what’s going on with your parents, and you have to know we’re *here* for you.” Her grip tightened.

That only made Mary Jane sniffle louder. “*God*, guys, stop being so perfect. It’s wasted on me.”

“Caring about you isn’t a *waste*.” Peter’s eyes narrowed. “Please, MJ, whatever you’re really feeling about your dad or Mark or- or *anything*, we want you to tell us about it.”

Mary Jane stayed still.

“We’ll *always* be there for you,” said Gwen. “Promise.”

Peter nodded. “No matter what.”

For a moment, no movement happened.

But then movement *did* happen, and Gwen’s face drew back and her eyes shut and she tasted that cinnamon toothpaste they’d picked out the last time she and MJ went shopping, which was weird because Gwen hadn’t actually brushed her teeth yet today, but by the time her brain finally worked out that puzzler, Mary Jane had already moved over to present Peter with the same dilemma.

A strangled squeak escaped Gwen’s mouth. She almost tumbled right off the couch, but Mary Jane yanked her back by the wrist – though it turned out that wasn’t an entirely altruistic act.

The next couple seconds were filled with the soft, alternating sounds of smacking and popping. It honestly took a bit longer than Gwen would’ve thought for her and Peter to finally spring up off the couch.

“*Whoa, whoa-!*”

“*What are you-?*”

The two of them walked backwards to fast, Gwen nearly twisted her ankle on the rug.

“Is this real life?” Peter sounded like he’d just stepped out of a centrifuge.

The words had hardly escaped his mouth before Mary Jane sprang to her feet, too, then rammed through them like a bowling ball through pins on her way to her bedroom.

“Hey, wait-!” The couple started after her, but they were a bit too stunned to catch up.

“I’m sorry.” The voice coming out Mary Jane’s mouth was utterly, utterly alien. “I mean, you *were* warned I’m a whore.”

“Mary Jane-” The bedroom door had already slammed shut. Gwen tried to chase her in, but the knob wouldn’t budge.

“MJ?” Peter rapped on it, but to no avail. “MJ, can we talk about this?”

“Lord in heaven.” It was at this point that Gwen stumbled backwards, gasping for air. Peter’s attention snapped to her like flipping a switch. “What do we do now?”

“You’re asking *me?*” Peter sputtered. “I’m a seventeen-year-old boy! You can’t trust my judgment!”

“W-Well, our teacher just died, so I guess we’re *all* going a little crazy right now.” Gwen forced her breathing to slow, then allowed Peter to put his arms around her. “But Peter, she can’t lock herself in there forever. What happens when she comes back out? What do we-?”

The rest of the sentence was drowned by police sirens.

“*Oh my god, seriously-?*” Peter ran for the window, but not before stopping to give Gwen a look of apology. “I gotta go. You know I hate to leave you two alone here, especially *now*, but- but the police could’ve found Jackal. I have to go see.”

Gwen’s only reply was a nod. And then the window was open, and Peter was gone.

Spider-Man swung above the traffic at a blinding speed. Soon, he’d outpaced even the squad of police cars he’d been chasing.

This is what it meant to be Spider-Man. No matter how important your loved ones were, no matter how busy you were at home or work or school, it was petty. It was trivial. Nothing mattered more than the mission. Nothing mattered more than protecting innocent people from the threat of-

“-THE ROCKET RACER!”

-some stupid kid in a knockoff Iron Man suit.

“Aww, gnarly, Spider-Man showed up!” The kid was floating above the street on some kind of hot rod skateboard with exhaust nozzles slapped onto the bottom. “That is so rad! Now then, spider-dude, prepare to face the awesomeness of my totally tubular- *Hey!*”

In the span of about two seconds, Spider-Man had kicked the kid to the ground and snapped the skateboard in half over his knee.

“My board!”

“I’m only going to say this *once*.” Peter glared so hard, his mask’s eyes were squished into black slits. “Turn yourself into the police. *Now*.”

“Y-Yes, sir!” Rocket Racer wasted no time in scrambling towards the cop cars with his hands in the air.

Jesus, Spider-Man had gone full Batman. He’d promised himself he’d never go full Batman.

Were there seriously still people on this planet who thought skateboarding was cool? Peter thought they’d all been bred out. He continued to fume about it as he climbed back in the apartment window. He’d barely even had the state of mind to check for onlookers first.

The moment he was inside, he dashed to Gwen’s room. Peter didn’t let himself exhale until he saw her seated on the bed with her saxophone in her hands.

“Was it him?” she asked.

“No, just some idiot.” Peter plopped down beside her, tugging off his mask. “Practicing your music?”

“Helps me think.” Gwen stared at the sheet in her lap. “Peter, we- we need to affirm MJ’s feelings. She really put herself out there with this. But… we also need to let her down gently. Our friendship with her’s too important.” She peered up at him with big, round, catlike eyes. “You agree?”

Peter nodded. “I agree.”

With that, the couple made their way towards the other bedroom. Gwen knocked. No answer. She tried the knob again. This time, the door creaked open.

“MJ?” They looked around, even checked the bathroom and the closet, but MJ was nowhere to be found. But what they did find was a wad of money on her bed. Peter couldn’t help but whistle at the sight of it. He’d caught burglars holding less cash than this.

And tucked in the same rubber band as the money was a sheet of printer paper. Gwen retrieved it, and Peter looked over her shoulder. The letter, handwritten in blue ink, read:

Dear lovebirds,

Thanks for letting me crash at your place a while. We’ve had fun, but it’s time for me to go wherever the wind carries me. Don’t worry, I left more than enough $$$ to cover my part of the lease. I hope you guys will be okay until you can find a new roommate. I didn’t want to screw you over any worse than I have already.

xoxo,

MJ

P.S. Sorry I ate the whole thing of cookies we bought. Sometimes I can’t help myself and I make stupid decisions.

Peter’s eyes rose from the paper, as did Gwen’s. The look of horror was mutual.

“She doesn’t have anywhere else to go,” said Gwen, breathless. “And the Jackal’s still out there. He knows she was living with us. What if he’s watching the apartment somehow-?”

“And MJ probably didn’t leave herself any money.” Peter flipped through the stack, doing a quick estimate in his head. “Unless she was lying about how much she had.”

“Why would she have it all in cash? You don’t think she’s *been* planning to leave, do you?”

Peter shook his head. “We can speculate later. Go get the spare mask.” He slipped on his own. “She can’t have gone far.”

Scarlet Spider, huh? That’s what all the articles were calling her, and the name had already caught on with passerby on the street. Hmm, Reilly wasn’t sure she cared for that. It kinda pigeonholed her into always wearing the same color. Like, what if she wanted to change her costume someday? When Spider-Man had donned black for a while, he’d still been “Spider-Man,” whereas Reilly would’ve had to change her name to “Black Spider” or something. It’d just be

confusing.

Reilly sniffed the air, then recoiled. This newspaper smelled like the dumpster it'd been foraged from. And the sad part was, Reilly was developing a tolerance for it.

She sighed and leaned back on her mattress. Right now, Reilly was chilling back at the F.E.A.S.T. shelter. She'd spent last night and this morning making up for lost time by catching as many crooks as she could, but her food intake was severely limited, and Spider-Manning wasn't easy on an empty stomach. Or, err, Scarlet Spidering.

Currently, Reilly was hiding her sweet new suit under her civvies, but as it turned out, the torn hoodie made this a bit trickier. She had to wear a hoodie over a hoodie, which left her outfit looking all poofy. Okay, so this wasn't the most practical costume ever. Sue her.

"Reilly? I have good news!"

"Oh, hi, Mr. Li." Reilly sat up in bed, giving a polite smile. More cots had been added since the last time they spoke, meaning Li had to climb over a few people to reach her.

"I've found a way for you to acquire your legal ID." He beamed at her.

"That's great!" Reilly found herself beaming back. It was nice to know that, in spite of everything, there were genuinely good people in the world. Reilly wondered what she'd do about her last name, though. Naming herself "Parker" would probably raise some suspicions.

"I want you to meet a friend of mine." Mr. Li ushered another person forward. "This is Jennifer. She can help you – She's a lawyer."

"Hi there." The woman waved at Reilly.

Reilly, of course, screamed and fled the shelter.

"Reilly, wait-!" Mr. Li tried to stop her, but she was too fast for him. Li turned back to Jennifer with a look of utter bewilderment. "I am so sorry about that."

"It's alright." Jennifer shrugged. "When you're seven feet tall with green skin, you get used to it."

Reilly didn't stop running until she'd climbed to the rooftop of a store three blocks away. It was at this point that she was forced to catch her breath. That- That'd been She-Hulk (the Hulk's smaller, slightly more docile cousin). If there was any lawyer who'd turn Reilly over to S.H.I.E.L.D. for dissection, it'd be that one.

Reilly couldn't believe it. She had trusted Mr. Li, and he'd betrayed her! How could he? It didn't make any sense. *Except…* She hung her head, waiting for her chest to stop convulsing. Except it *did* make sense when she remembered what Master had told her.

The rumble of her stomach shook Reilly from her thoughts. Great, now she couldn't even step foot in the shelter for a meal. The whole place was probably swarming with lawyers. But Reilly wouldn't be able to web-swing again until she'd had a full meal. She had to do *something*...

"Hey!" The shopkeeper's face lit up at her approach. "If it isn't the lady who saved my store from muggers!"

"Yep. That's me." Reilly had crawled through a window and perched on the ceiling in full Scarlet

Spider regalia. “I, uh...” Beneath her mask, her eyes flitted to the sandwich ingredients strewn across the shop’s counter. “I don’t suppose…?”

The spectacular Scarlet Spider sat at one of the shop’s outdoor tables, mask rolled up, and took a big, shameless bite of a Philly cheese steak sandwichthe size of her head.

At the outdoor table across from her, another customer was staring. Reilly spotted him, swallowed, and wiped her chin with a napkin. She hoped she didn’t get this stuff all over her hoodie. People made fun of her costume enough as it was…

“Nice Spider-Man costume,” said the guy. “What is that, like, a low budget cosplay?”

Deep breaths, Reilly. “No, no, I’m a legit superhero. Not all of us can afford fancy, professionally made costumes, you know-”

“Yeah, yeah, I get that. It’s cool. It looks good on you.”

“Yep.” Reilly took another bite. After a minute of chewing, she added, “Kinda rides up in the crotch, though.” She nearly choked to death. “*Or, I mean, it would if I was a guy, but since I’m a girl, that’s not really a problem. Obviously, the only problems it gives me are normal girl things like cameltoe. Just the WORST cameltoe.*”

“Uh… huh.” The man gathered his food and migrated to another table. “You drew your spider on crooked, by the way.”

Reilly hung her head. She found herself staring at her half-eaten cheese steak. So now she’d resorted to begging for food? As if people wouldn’t think she was enough of a freak.

God, Reilly hoped the tear stains didn’t show through on the outside of her mask. She’d never felt so pathetic in all her life. She didn’t even think Peter had felt this pathetic that time Flash had dunked his head in the toilet, given him a wedgie, and shoved him into a locker all in a row (He’d been trying to do everything on the generic school bully bucket list, Reilly imagined).

And the kicker was, no matter how pathetic Reilly felt, she continued to scarf down the sandwich. The truth was, she needed it. In a couple minutes, her body would produce enough webbing for Reilly to swing back to the apartment complex.

To Master’s apartment. Where she belonged.

“*You tried so hard to be someone,*

That you forgot who you are.”

Mary Jane strolled down the sidewalk beneath the sunset, her headphones trailing from her purse to her ears, bobbing her head in time with the melody.

“*You tried to fill some emptiness,*

Till all you had spilled over.”

The subway entrance was right down this street, though MJ would barely have the money for the ticket. Oh, she couldn’t wait to see the shit-eating grin on her dad’s face when his pathetic, penniless daughter came knocking. At least he’d be happy for once – Getting to tell MJ he told her so was basically his calling in life.

"*Now everything's so far away,*

That you don't know where you are."

She didn't even have anything with her except her purse and the clothes she'd worn to school. MJ couldn't have risked packing and letting the lovebirds get wise to her plan… which meant now all her stuff was *their* stuff, and this right after her original set of stuff had turned to ashes. See, this is why Mary Jane didn't like having possessions.

"*You are...*"

The modeling people wouldn't be happy that MJ had lost that fancy dress they'd given her, come to think of it, but there was no way MJ was turning around at this point. Returning to the lovebirds' nest would be the emotional equivalent of Godzilla rising from the sea to topple Tokyo again right as the Japanese were starting to rebuild.

"*When all that you wanted,*

And all that you have,

Don't seem so much...

For you to hold on to."

Strictly speaking, MJ didn't *have* to go back to her parents. But really, living with her parents wasn't the scariest thing in the world. The thought of making peace with Mark terrified her, the thought of making peace with Peter and Gwen held ten times the terror, and the thought of living alone made MJ break out in a cold sweat whenever she even came close to picturing it. But MJ had lived with her parents for seventeen years. It was too normal to be scary.

"*For you to hold on to...*"

MJ could've gone to Aunt Anna, but then she'd feel like she was taking up space when those stepkids were already stressing the poor lady. And the thing was, well, Aunt Anna thought so highly of her, but MJ's parents already wished she hadn't been born, so adding another disappointment was like a drop in the ocean.

"*For you to belong to...*"

What else was MJ supposed to do, really? Meet new people? Find new roommates? At this point, it'd been well established that Mary Jane ruined anyone and everyone she touched. It was better to keep her quarantined from the outside world.

"*When it's hard to be yourself,*

It's not to be-"

MJ paused both her phone and her walk. There were guys behind her. She'd basically developed her own spider-sense when it came to that.

"What's the matter, lady?"

She glanced back at them. MJ didn't like to judge, but they seemed distinctly lower class. The kind of people Spider-Man webbed up on a daily basis. The shit-eating grins on their faces could rival her dad's.

“What’s a pretty thing like you doin’ walkin’ by yourself at night?”

MJ didn’t know why her legs had stopped moving. Paralyzed with fear, she guessed. She’d already proven herself a coward today. It was too late to run for it, anyways – Some of the guys had circled ahead of her, boxing her in.

“You know, some real creeps come out at this hour...”

One of the men got a little too close… and received a faceful of pepper spray. Yeah, MJ’s purse was an arsenal. The man swore, and MJ tried to push her way past him, but then another guy grabbed her arm. All the self-defense classes in the world couldn’t changed the fact that MJ weighed practically nothing, whereas this guy was huge.

“*Let go of me!*” MJ struggled, but her arm was trapped tight.

The guy lunged blindly at her. “*You little c-*”

Thwip. “Language!”

Now in addition to the pepper spray, he had webbing in his face.

“Honestly, what would Captain America think if he heard you?” Someone lunged from the sky to give the other man a kick, freeing MJ’s arm. And the identity of that someone wasn’t MJ’s first guess. “He’d probably cry! You wanna be the guy who made Captain America cry, you monster?” The Scarlet Spider pounced into the air, grabbed two guys’ heads, and clonked them together. Great, that only left… six more thugs.

“What is this strange new feeling coursing through my veins?” Scarlet ducked a fist, then sent a fist of her own into the attacker’s crotch. “Is this what they call ‘girl power?’ I thought it was only a myth!”

During the chaos, a frizzy strand got knocked free of Scarlet Spider’s mask, poking out from under it. And one of the thugs took notice. Mary Jane cried out a warning, but it was too late – The jerk had already yanked with all his might.

“*Hey-!*” Scarlet was distracted long enough to receive a nasty blow to the gut. She recovered pretty fast, taking out both the gut-puncher and hair-puller with one spinning kick, but the damage had been done. Her mask had slipped off and fallen to the ground. “Note to self, hair-pulling doesn’t trigger spider-sense…”

Thwip-th-thwip. The final three thugs found themselves trapped in one big web-cocoon, and then Scarlet Spider wasted no time retrieving her mask.

Except Mary Jane had already grabbed it off the pavement. She’d thought she was helping out, but, uh, Scarlet Spider probably hadn’t wanted MJ to get a good, long look at her face.

“What the-?” MJ stumbled back, almost tripping over one of the thug’s arms. “Tiger? I don’t- What, did you lose another bet? Is that a wig? Don’t get me wrong, you’re rocking the look, but why-?”

“*I am NOT a crossdresser.*” Scarlet snatched the mask from MJ’s hand and hurriedly returned it to her own head. “Look, Mary Jane, can you please, please, *please* forget you ever-?”

“Wait…” MJ stepped forward. “Your voice sounds different from Peter’s. But why do you look like-?”

"-him?" Scarlet took a deep, deep breath.

"Are you his long lost sister or something? Like in a soap opera?"

"Yeah," Scarlet said slowly. "I'm his sister."

MJ cocked her head. "Okay, that still doesn't add up. Like, did you just so happen to get bit by the same spider?"

Scarlet groaned. "Guess not telling you would only freak you out *more* at this point. I'm..." Her shoulders sagged. "I'm a clone." She seated herself cross-legged on the sidewalk.

MJ folded her arms. "A clone? Like in *St-?*"

"Yes, like in *Star Wars*."

"I was gonna say *Star Trek*."

"Whatever. I'm the kind with all the memories who wakes up thinking they're the original. Except Master also had my chromosomes swapped around, so-"

"'Master?' You don't mean Warren?" MJ shuddered. Somehow, hearing that from a person who otherwise had Peter's exact mannerisms unsettled her.

Scarlet rested her head in her hands. "You don't understand, Mary Jane. He *made* me. He made me so only he could love me. And I betrayed him. I ran away and- and came up with this stupid Scarlet Spider thing, as if I could ever have a life without Master."

For a moment, there was quiet as MJ sat down beside her. The daylight was rapidly fading, and a trickle of rain had returned to the air. "What's your name?"

Scarlet hesitated. "Reilly."

"Well, Reilly..." Gently, Mary Jane put a hand over hers. "From what I've seen of him, your master sounds like a creep. Trust me, you're better off as far away as possible from people like..." She trailed off. "...people like that."

"But-" Reilly voice's was shaking. "-he's the only person on the planet who doesn't think I'm a freak."

"That so?" Slowly, carefully, MJ reached for Reilly's mask. "And what's wrong with being a freak?" Reilly didn't resist as the fabric was lifted over her head.

Really, now that MJ got a better look at her… she didn't look that much like Peter after all. Sure, Reilly had the same big, brown eyes, the same nose, even the same beauty mark under the right eye… but her eyebrows were thinner, her jaw was weaker, her eyes weren't as sunken in her skull, and, of course, her lips were fuller. "You're beautiful."

"T-Thanks. I know you're just saying that, but… thanks." Reilly brought the back of a hand to her eyes. "I'm not sad, it's just the stupid estrogen..."

"Oh, tell me about it, girlfriend."

The remark got a smile from Reilly. "Ha. Yeah."

Okay, okay, so maybe this was unspeakably weird, but really, in *this* city, MJ had learned to roll with this kinda thing. "Who knew Tiger would make for such a cutie pie?" She laughed. "Imagine

the look on his face when he sees you!"

The smile vanished. "No, MJ, we can't tell him! Or Gwen or Aunt May. They've been going through so much already. Why should I burden them…?"

MJ's grip on her hand tightened. "Because they're your family."

"But- But what are they supposed to think of me?" Reilly's eyes had gone wide. "Even if Peter, Gwen, and May accept me with open arms – which they won't – it's not like I can just live Peter's life for him. He's the one who goes to school, the one who..." She took a breath. "...who's with Gwen."

For a moment, MJ allowed silence to creep over them. Then she wrapped Reilly in her arms. "I know it sucks, Reilly, and I know how bad it hurts, but you've gotta tell them. Putting up a wall will… eat you up inside." She faltered. "You shouldn't do that to yourself. No one should."

"That- That's so beautiful!" One of the thugs in the cocoon sniffled. Reilly webbed his mouth shut without even turning her head.

"Peter and Gwen won't turn their backs on you, I promise." MJ met her eyes again. "They're honest-to-god the nicest people I've ever met. They're loving and… supportive, and… they'd never abandon someone they care about."

Reilly hesitated for a moment, but then she said, "Okay. Okay, I'll tell them." She rose to her feet. "So should we, like, swing over to their apartment?"

MJ rose, too. "That, err, might not be necessary." She pointed behind them.

Across the sidewalk, Spider-Man had touched down, and in his arms was a mysterious girl with a Spidey mask on her head and a salmon-colored jacket on her back.

"Mary Jane!" Gwen yanked off the spare mask as she ran near. "Oh thank god, we thought- Wait, is that Scarlet Spider?"

"Yeah," said MJ. "She just saved me from a bunch of creeps." She nodded to the pile of unconscious bodies at her feet.

"That's great! I've been looking everywhere for her." Spider-Man walked over, too. "Hey, Scarlet! I gotta say, I like your style, especially the parts where you saved people's lives. I've been meaning to talk to you."

"Yeah, uh..." Reilly hurriedly slipped her own mask back on. "We should probably get out of earshot of these thugs..."

Once the four of them were a safe distance away in a secluded alley, Spider-Man gave his scarlet counterpart an expectant look.

Reilly looked to MJ. MJ nodded. Then Reilly inhaled, turned to Peter, and slowly removed her mask.

"S-Surprise!" She forced a grin onto her face. "You've got a little sister."

"But- But that's not- My parents died when I was- This can't-" Peter looked to be at serious risk of a heart attack worse than his aunt's.

Gwen scrambled to keep him from fainting. "This… actually makes a lot of sense."

"*How does this make the smallest shred of sense?*" snapped Peter.

Gwen counted off on her fingers. "When Jackal tried to kill me, he said something about how he could 'grow another Gwen,' and then there's the fact that this girl's been terrified of showing us her face, and you both made the same lame joke about Hulk being a furry independent of each other." She turned to Reilly. "You're a clone, aren't you?"

This rain was really starting to come down. It'd do a number on MJ's hair.

"Yeah," said Reilly. "I'm a clone. I have all of Peter's memories and… his feelings… and..." She gave Gwen a look that could only be described as wistful.

"I've been cloned," Peter said faintly. "I have a clone. Like Superboy from that one cartoon by the guy who makes all those really good cartoons. And my clone is gender-flipped." He cradled his head in his hands. "By life's become a bad fanfic." But then he shook himself out of it and gave Reilly a look. "So you have my memories? Prove i-"

"Doctor Octopus in a spee-"

"Yeah, okay."

"So… uh…" Gwen began.

"Reilly," said Reilly.

"Reilly, has Warren been holding you captive? Do you need our help?"

"Do you know where he is so we can take him down?" added Peter.

But at this, Reilly's pulse visibly quickened. "N-No! I've already hurt him so much… I can't sell out Master like that!"

"Did you just call Warren 'Master?'" Peter stepped towards her. Suddenly, his voice wasn't quite as bouncy.

Reilly had gone pale. "You don't understand."

Gwen turned to Peter. "Jackal did mention he was hypnotizing her..."

"Gwen's right, Reilly." The eyes of the Spider-Man mask were stretched narrow. "Jackal's clearly done something to your head. How do we know this isn't a trap? You could be, like, a sleeper agent-"

"No!" Reilly stumbled back. "I wouldn't- I don't want to hurt you guys-"

"Yeah, I don't want you to hurt us either, but if the Jackal's really your 'master,' then maybe you don't have a choice?"

"But I ran away from him!" Reilly's voice was rising. "And- And yeah, I was going to go back to his apartment, but then I bumped into MJ, and she promised me-"

"Warren wouldn't be in his apartment, though," spoke up Gwen. "It's swarming with cops."

"Oh." Reilly blinked. "I hadn't thought about that."

"How do we know Warren hasn't brainwashed you? Emma Frost and Kingsley were fans of that

– It's in vogue with supervillains." Peter held out a web-shooter. "If you honestly don't want to hurt us, let me web you up until the X-Men get back, and then Xavier can search your head for-"

A scream escaped Reilly's mouth.

"Reilly?" Mary Jane gave a start. "What's wrong?"

Reilly spun towards her, snarling. "*You promised they wouldn't turn their backs on me.*"

MJ was dazed. This was honestly the first thing this night that didn't add up. "He's not. The X-Men wouldn't hurt-"

"*I'm such an idiot. Master was right about everything.*" It was too late. Reilly was already sprinting up a building, her mask back over her face.

"Hey, wait-!" Peter started to give chase, but then he hesitated and turned back to MJ and Gwen. "MJ, call the cops to come get those thugs, and then I want you two to get on that subway-" He gestured to the one MJ had originally been headed towards before all this wackiness happened. "-and go to the X-Mansion. The X-Men probably aren't back yet, but Jackal might not expect you to go there, so it's safer than our apartment. At least Firestar might be there."

The girls gave a mutual nod, and then Spider-Man sprinted up the alley wall after his clone.

If Master wasn't at their apartment, then there was only one other place on earth Reilly could think of where he might be. She trod through the crumbling car body shop until she reached the hidden location of the elevator. Reilly wrenched open the entrance, crawled down the shaft, and then wrenched open the exit.

The lab was still here, but Reilly didn't see Master anywhere. Without thinking, she went back to the large, barren room with the gestation pod. The place of her birth.

There was the gestation pod. It didn't seem to be empty anymore, but its contents were too clouded over for Reilly to make out. But she didn't care about that. The only thing Reilly cared about was the massive green dog-man standing beside the pod.

At Reilly's approach, he turned around. The Jackal – That's what Peter and the others had called him, right? – grinned, showing off his jagged teeth.

"What'd I tell you, pet? Isn't this so much more satisfying?"

Reilly nodded, walked towards him- "*Master.*" -and then collapsed on hands and knees. "I will *never* hurt you again. Can you forgive me?"

The floor shook with the Jackal's every step. Once he was in range, he knelt down to kiss Reilly's forehead with his snout. It made her feel safe. "Good girl."

For a moment, Reilly let the Jackal hold her as she sobbed. It felt good. She never wanted to leave these arms.

But then, Reilly said in little more than a whisper, "Master… my… my spider-sense… I hadn't noticed before, but- but it's like this constant little buzzing in the back of my head. Why…?"

"That'd be the spider-tracer on your hoodie," said a voice from the ceiling.

The Jackal dropped Reilly as the two of them shot their heads skyward.

“Spider-Man!” The Jackal howled with laughter – literally. “Finally, you grace us with your presence.”

“Yeah, I’m never one to let down my fans.” Spidey dropped to the floor in a fighting stance directly across from Reilly. “Now why don’t you hand over the girl with the great fashion sense? I’ll sign my autograph on your forehead.”

“I’ll have to politely decline,” said Jackal.

“Good call. I always sign with my fists.”

“I have a different proposal.” Jackal knelt into Reilly’s ear, then murmured, “*Traveller*.”

Reilly’s body tensed.

“Pet,” said Jackal, “be a dear and kill Spider-Man, would you?”

Reilly bowed. “Anything for you.” The Scarlet Spider crouched into a fighting stance of her own – a mirror image of Spider-Man’s.

“Uh...” Spider-Man held out his arms. “Awkward sibling hug?”

Contractions

“Did you understand any of what just happened?” The thug gave his cohorts a look of pure befuddlement as the police led them away. The cops hadn’t even bothered cutting the three of them free of their web-cocoon – They simply rolled the whole sack down the sidewalk like a giant hamster ball.

“Um, there’s a second Spider-Man who’s a girl, and that redhead chick said that girl should reveal herself to the real Spider-Man, and also she was a clone, and I think she was hypnotized, and, uh...” His fellow thug shook his head as their cocoon was squeezed into the police van..

“I feel like those girls casually dropped Spider-Man’s real name at some point,” said the first thug. “Did you catch that, too, or am I imagining things?”

The second one shrugged. “I don’t know, man. I was pretty distracted by all that emotional drama. Just because I joined a roving gang to assault women at night doesn’t mean I don’t have a heart.”

“Yeah.” The first one bowed his head. “I hope that clone girl works things out with Spider-Man. I think they’d be really cute siblings.”

“*You stole my life! You stole my life! I hate you!*”

“*I’m…. starting to think you… don’t want a hug.*” Okay, quipping wasn’t easy when the Scarlet Spider had wrapped a web-line around Spider-Man’s throat and yanked with all her might. He kicked her off, sending her flying towards the back wall, but Scarlet caught herself in midair, springing off the wall so she could cannonball back into him. Scarlet may have been a member of the less muscular sex (not sexist, that’s a biological fact on aggregate), but she made up for it by being almost twice as fast as Spidey. His spider-sense was roaring nonstop – It was all he could do just to block her every blow, let alone retaliate.

There had to be a way to get the drop on her. Spidey’s eyes fell on a filing cabinet an equal distance between them. That’d do. He sprang towards the cabinet, firing a web so he could swing it at her face… but the cabinet wouldn’t budge, probably due to the addition of a second web tugging it in the opposite direction.

“Ha!” Spidey laughed. “Nice try, Scarlet. *You* might know-”

“Ha!” Scarlet laughed. “Nice try, Spidey. *You* might know everything *I’m* going to do, but that’s not going to help you since *I*-”

“Are seriously making that reference, you dork?”

“But so were- *Rrgh, I hate you so much!*” She dropped her web in lieu of good old fashioned fisticuffs. “Ugh… Tell me I’m not *this* obnoxious. Suddenly, I feel felt sorry for Marko and O’Hirn.”

Great. This was already the fight of Spider-Man’s life, and the Jackal hadn’t even gotten himself involved yet, instead opting to kick back and watch the show.

“Reilly, listen, Jackal’s messing with your head-” Spider-Man ducked a round of web-bullets. God, was his webbing always this annoying?

“Yeah? Not as bad as my fists are about to mess with yours!” Scarlet tackled Spidey, knocking

them out of the birthing chamber and into the main laboratory.

Spidey found himself pinned to the ground. “Can you seriously tell me with a straight face that you don’t think the guy’s at least a *little* creepy?”

“Master is kind and loving!” snapped Scarlet. “Why does everyone keep acting like he’s creepy?”

Naturally, Spidey seized the moment to punch her in the face and free himself. *Man*, it felt weird knowing it was *his* face under that mask.

“Wow, that must’ve been some industrial strength *mega*-brainwashing he did to you.” Spider-Man fired some web-bullets, but Scarlet dodged them. No, wait, she’d already tried that on him and it hadn’t worked, so why had he bothered-? Ugh, this was giving him a headache. “Think about it, Reilly. We’re literally the exact same person except you’ve been brainwashed, and *I* think Jackal is the creepiest thing ever, so- Actually, that’s not true, the creepiest thing ever is those Youtube videos where people dress as me and Elsa so toddlers will click the thumbnail, but Jackal’s a strong runner up.”

While the spiders duked it out, the Jackal strolled his way towards the lab’s elevator. He touched a claw to his pointy ear, which presumably had a two-way radio stuffed in. “Unguarded, you say? Well then, Smythe, be a dear and give me the little lady’s whereabouts, would you?” With that, the doors shut.

“*Gwen!*” Spider-Man pounced towards the elevator, but a sudden web on his back yanked him into the heart of the lab.

“Where do you think you’re going?” Scarlet Spider loomed over him.

“I don’t know, to *save Gwen’s life?*” Spidey snapped. “You saved her from Jackal before.”

“That- That was before I knew he was Master. Quit trying to confuse me!”

“If you’re really my clone, then I know how much you love her.” Spider-Man wasn’t sure if he was getting through to her, but he at least made Scarlet Spider hesitate long enough for him to rip the doors off and sprint up the elevator shaft.

“Oh, but I’m just gonna step aside so *you* can have her?” Scarlet sprinted up after him. “I see how it is.”

Spidey escaped the shaft and tore through the abandoned shop above.

But seconds later, Scarlet dived through a window and followed Spidey out onto the street. “I’m the one who’s had the *actual* Parker luck, and when I kill you, it’ll prove I’m the *real* Peter Parker, and then Gwen will love *me*-”

“WHAT ARE YOU *TALKING* ABOUT? I’M NOT THE FRIGGIN’ TIM ALLEN SANTA CLAUS!”

“Really?” The moment Spidey tried to web-swing away, Scarlet gave chase. Monkey see, monkey do. “You coulda fooled me. Seriously, you’ve gained some since I was you.”

“Ugh… Tell me I’m not *this* obnoxious.” Spider-Man groaned. “Suddenly, I feel felt sorry for Marko and-”

“I ALREADY SAID THAT!”

“Oh yeah. Thought it was mine for a sec.”

Spidey couldn’t let Scarlet get to him. Right now, his top priority was to scour the streets below. Jackal couldn’t have gotten far, and Spidey had a feeling he’d stick out like a sore thumb.

Well, first things first, Spider-Man needed to swing back to the subway where he’d left Gwen and MJ. Best case scenario, the train had arrived and they were on their way to the X-Mansion. Worse case scenario, they were still waiting and Jackal had found them. And worst case scenario, Jackal hadn’t found them, but the train was late and now the girls were suffering through a long, awkward silence together.

Gwen coughed. She thought about saying something, but Mary Jane seemed pretty invested in her phone. Minutes passed, punctuated by nothing but the patter of rain aboveground. The girls stayed glued to their bench, Gwen staring at the vacant train tracks. The two of them still had on their school clothes, though only MJ had brought her purse. Gwen was kind of counting on her to pay the fare. She wondered if she could communicate that without breaking the silence.

No. What was Gwen doing? She took a breath. “You’re not a whore, Mary Jane.”

MJ’s thumb froze mid-tap.

“Peter and I asked you to open up to us, and, well, you did.” Gwen brought a hand to her forehead. “We meant what we said – We’re here for you. We don’t want you to leave our home. Your home.”

More silence.

“That,” said a voice, “is truly heartbreaking.”

If anything was going to shatter the silence, it was the sound of a smug, British voice at their feet. The girls sprang out of the bench, crying out. The voice’s source was a silver, spherical, multi-legged robot the size of a cat, and its spider-like design was horribly familiar to Gwen.

“Smile for the camera, ladies.” The robot aimed its head-section directly at them.

“Smythe!” Without realizing, Gwen grabbed MJ’s hand, holding her closer as the two backed away. Peter had told Gwen all about this creep. That accent matched Peter’s imitation to a fault.

“Hello,” said the voice from the Spider-Slayer. “I don’t believe we’ve met. I mean, I’ve spied on you plenty of times, but we haven’t met.”

“I- I thought you were in the Vault-”

“Ooh, you don’t keep up with the news, then. I was released for bad behavior some time ago.” The slayer scuttled towards them, causing MJ to shriek. “No need to be dramatic, ladies. I’m not here to hurt you… I’d never steal the pleasure from my friend over there.” The slayer nodded its metallic head-section towards the stairs. Gwen and MJ followed its gaze to discover a massive, green, hairy someone entering the subway on all fours.

Suddenly, the emotional talk with Mary Jane didn’t seem so intimidating.

No matter how fast Spider-Man swung, Scarlet Spider was faster. She was right, she did weigh less than him – but not because Peter was fat. If anything, Reilly looked borderline skeletal. Peter wondered what Jackal had been feeding her.

“Nowhere to hide from me, pal.” Now Scarlet was swinging parallel to Spidey across the skyscrapers. “I know your every move before you even make it.”

“I wouldn’t say you know my *every* move,” said Spider-Man as he slung another web. “For one thing, I actually drew my spider on straight-”

“THAT DOES IT! THIS MEANS WAR!” Scarlet lunged, but Spidey managed to dodge in time. Their web-lines got tangled, though, so he was forced to abandon ship and spin a new one real quick before he went splat.

This was a losing battle – It was clear brawn wasn’t gonna win this fight. Hmm, maybe if Spider-Man laid some kind of trap for Scarlet, like a web trip-wire between two buildings to catch her off g-?

Sproing. “*Agh!*” A web trip-wire collided with Spider-Man’s torso. With his momentum abruptly canceled, he found himself tumbling to the rooftop below. He landed on his back, whereas Scarlet landed on her feet with her fist at the ready.

“Lemme know when you’ve had en-” Scarlet Spider was cut off by the tune of *The Itsy-Bitsy Spider*. The two spiders hesitated a moment, but then Scarlet nodded, allowing Spidey to retrieve his cell from his pocket.

“Hello?”

“Hello, Peter, dear,” came a tinny voice, “I thought I’d call to tell you I’ve finally unpacked the last box. I’ve officially moved in!”

“Th-That’s great, Aunt May.”

Above Spidey, Scarlet cocked her head. “She moved? What, did you ship her off somewhere so she wouldn’t be the fourth wheel?”

“Oh, but Peter, I was watching the news, and I saw that horrible supervillain you’ve been fighting with- with the skateboard. As if normal skateboards weren’t dangerous enough… I only hope you’re keeping safe, Peter.”

“You don’t have to worry about me, Aunt May. I promise you I’m-” Spidey tumbled out of the way, causing Scarlet’s fist to leave a crater in the pavement. “-perfectly safe. Look, I’ve gotta go. Call you back later, love you!” He hung up, hopped to his feet, and stashed his phone in his utility belt.

“*You told her you’re Spider-Man?*” Here came the next scarlet-colored fist to dodge. “What about her heart?”

“She’s stronger than we thought she was, Reilly.” Spider-Man fired his webs, but Reilly rolled out of their path. “If we’re being honest with ourselves, we were using her heart as an excuse to hide the truth from her because we were scared she’d hate us. But she *doesn’t* hate us.”

“You mean she doesn’t hate *you*.” Scarlet retaliated with her own webs for Spidey to dodge. “She doesn’t even know I exist. *And do you have any idea how much stress she must be under now, you stupid jerk?*” Another barrage of web-bullets was incoming. “I can’t believe you. What have you been *doing* all this time I was gestating?”

“Well, let’s see…” Spider-Man counted on his fingers mid-battle. “I rescued Madame Web from Kingsley, cured Electro, helped get Tombstone arrested for good-”

"*You got Tombstone arrested?*" By now, Scarlet Spider was little more than a flurry of fists and feet. "*I wanted to get Tombstone arrested! I had a whole vendetta against him, and now you've stolen my thunder-!*"

"Yeah, see, this is what it's really about." To his surprise, Spidey managed to land a decent right hook. "You don't hate me, Reilly – You're jealous."

"Jealous? What would I have to be jealous about?" But Scarlet quickly recovered and retaliated. "It's not like you've been living this stupid, perfect life while I've been over here in a disgusting apartment or begging for food on the streets or spending every waking moment of my existence in the wrong body, or- or-"

Her energy faded. The Scarlet Spider collapsed to her knees with only the palms of her hands keeping her torso from resting on the pavement. The beam of an overhead light made Reilly's costume almost blood red against the night sky.

"Reilly..." Spider-Man stepped towards her. "Please, you know I'd *never* hurt the people I love. Aunt May found out I was Spider-Man on her own, and she accepted it, and then she moved away so she'd be safe from this life. The life I have to live."

He wasn't sure if Reilly was hearing him. She was cradling herself on the ground, whimpering. "*What am I…?*"

Peter knelt down to extend a hand. "But I also know this all comes from a place of caring. You have my memories. In a way, you kind of *are* me, so… I know you love the people I love just as much as I do."

She still wasn't turning her head his way. The night's drizzle made it look as if the Scarlet Spider mask itself was crying.

"And right now, those people are in danger, Reilly." Beneath his own mask, Peter's eyes narrowed. "If you care about them, you have to listen to me – Every single bad thing that's happened to you since you were created has been the fault of *one* person. If you ever want to fix everything, if you ever want your life back, then you and me have to work together to stop the Jackal."

The J-word was, evidently, enough to snap her from her funk. "*No!*"

His spider-sense scarcely had time to tingle before Spidey found Scarlet's fist colliding with his head. Spider-Man ended up pinned to the rooftop by a glob of webbing. Dang, she was fast.

"*Master's the only thing that makes sense anymore.*" While Peter squirmed, Reilly once again wrapped a web-line around his neck. "If he wants me to kill you, then there's nothing I'd love more than to see you dead." Softly, she added, "At least then *one* of us will be."

"*Reilly… please… You're… my… sist...*" The lack of air made it difficult for Peter to fully express his sentiment.

She could've crushed his neck by now. Instead, Reilly ended up staring into the white eyes of his mask with her own. "Stop- Stop looking at me with that stupid thing!" She yanked his off… then stumbled back. "That face..."

It looked like Reilly was having the same thought Peter had had earlier – Attacking someone with the exact same face as you felt *wrong*. But more than that… Well, if Reilly really was Peter's clone, then he knew she was thinking back to another night when Peter had been shocked by someone's face.

Unless they wanted to run down the train tracks, there weren't a lot of places for Gwen and MJ to flee down in this dingy old subway station. They really should've started running regardless, but instead, they found themselves staring at the creature before them.

"What do you think, ladies?" The Jackal gestured to himself. "I swapped out the wolf DNA for jackal, just for added authenticity." He did look leaner and more doglike than wolflike, now that Gwen thought about it. But that was the last thing on her mind right now. She and MJ finally gathered the wits to run for it, but the Jackal was on them in seconds.

Gwen winced, preparing herself… only for him to ignore her in favor of MJ. Mary Jane screamed as the Jackal hoisted her into the air.

"Pretty friend you've got here, little lady." Jackal gave Gwen a smirk while MJ flailed in his claws. "But seeing as you tried to take away *my* pretty friend back at the lab, I'd say it's only fair…" His tongue lagged out his mouth.

Every nerve in Gwen's body was telling her to run, but… but she couldn't. She couldn't leave it like this. What would Peter do? Well, he'd probably web Jackal up, but Gwen didn't have any webs, so… Her eyes fell on something resting on the far wall.

"Hey, jerk!" Before Jackal could chow down on his target, Gwen yanked his fluffy tail, causing him to spin towards her with a snarl. He was rewarded with a faceful of fire extinguisher spray. Gwen seized the moment of distraction to whack Jackal's head with the red cylinder, but all it accomplished was to dent the tank.

Hey, jerk, Gwen had said. She was gonna have to work on her quippage game.

"Gwen!" With Jackal distracted, Mary Jane tossed down her purse. It smashed into the station floor, scattering items across the tiles – wads of paper, makeup, compact mirrors, and… a whole arsenal of self-defense weapons.

"*Mary Jane!*" Gwen held up a rectangular hunk of black metal. "This stuff's illegal in New York-"

"*Your boyfriend is a masked vigilante! Use the damn stun gun!*"

Gwen couldn't argue with that. She'd never actually used one before, but she was pretty sure this clicky thingy here was the safety…

"You..." Jackal bared his fangs. His eyes had gone bloodshot. "...are wearing out your charm."

Gwen *really* hoped she was pointing the correct end at him. She pulled the trigger, ramming the gun into his torso. The weapon made a noise like a buzzsaw, though it was drowned out by the Jackal's howls, and for a moment, the darkened subway was illuminated by a flash of blue.

But the next moment, Jackal had knocked the weapon from Gwen's hand with a swipe of his claws.

"*Agh!*" Her jacket had been torn, though Gwen's arm was mercifully intact. Good thing she'd been wearing layers.

The effort hadn't been for nothing, though. The Jackal had ended up dropping Mary Jane, allowing her to sprint for a small canister that'd rolled from her purse.

“You two are prolonging the inevitable.” The Jackal prowled on all fours to trap Gwen against the back wall.

“*Catch!*” Before Jackal could make his move, MJ tossed the canister, and Gwen snatched it from the air. The moment it was in Gwen’s hands, she sprayed Jackal for all she was worth. If he hadn’t liked the fire extinguisher, then he sure as heck wouldn’t like the pepper spray. Hey, if it worked on bears, it stood to reason it’d work on giant human-dog-things.

If Gwen had waited another second to run, the Jackal’s jaws would’ve clamped down on her leg. She sprinted towards the train tracks, heart pounding. She could do this. Once she’d reached the tunnel’s mouth, Gwen paused and turned back around. The Jackal was at the platform’s edge. He hadn’t chased her at his full speed – Instead, he was carefully feeling his way forward with his claws. His eyes were clamped shut.

“I don’t need to see to kill you, Gwenny.” Jackal scratched at his face with his front claws. “You smell quite tantalizing.” His snout twitched as he drew near her. “See, I’m afraid you only sprayed my eyes – My nose works just fine.”

Gwen shut her own eyes, listening. She caught a faint whistle at the back of the tunnel. “How’re your ears?”

At the last second, she dived out of the way. Jackal wasn’t so lucky. There was a deafening whistle, and then metal and flesh alike shrieked as a train barreled through the tunnel, taking Jackal along for the ride. It was like a magic trick – One second, he was here, and the next, he wasn’t.

Gwen backed away from the tracks. The station was spinning. Another second and she would’ve joined Jackal on the train’s front end.

“I- I think we did it.” Gwen hoped her quip had been suitable. She was no professional, but when you dated Spider-Man long enough, you picked up a few things.

“*Jesus, Gwen!*” A moment later, Mary Jane was at her side to squeeze her to death. “*I admit it, I’m in love with you, you frickin’ badass.*”

“Really?” Gwen drew back, blushing.

MJ laughed. “I mean, if I wasn’t before, I sure as heck am now...”

Gwen’s breath caught in her throat. The two of them stood there a moment… but then they turned their heads towards a small, spider-like robot perched on the wall beside them.

“Oh, don’t mind me,” came Smythe’s voice from within. “Carry on.” The head-mounted camera pointed right at them.

“We’re *seventeen*,” said MJ.

“Hey, what’s that over there?” The camera promptly spun back towards the tunnel.

As it turned out, Smythe wasn’t just saying that – There really was something crawling its way back out the tunnel. Something big, green, and hairy… but also battered, bruised, and bloodied.

“All you did...” The Jackal limped towards them, panting. “...was derail a passenger train. I hope you feel bad about yourself, Miss Stacy.”

“*No. How-?*” Gwen stumbled backwards, squeezing MJ’s hand in her own. “What are we

supposed to-?"

"Running comes to mind."

The two of them dashed for the stairs. Gwen could hear the Jackal's pants growing louder behind them. She didn't know how close he was, and she didn't want to. They- They could do this. They were three feet from the stairs. Two feet. One f-

"*Agh!*" A paw knocked Gwen to the ground, and beside her, she could see Mary Jane had suffered a similar fate.

"I'm not even sure I want to clone you anymore, little lady." The Jackal's breath was on Gwen's neck. "I don't know what I ever saw in you. So instead, how about I eat you here and now… feet-first?"

Gwen screamed. She could feel his claw on her foot – He was taking off her shoe. Gwen tried to squirm, but it was no good. Even after everything she'd done to him, his little claw was stronger than Gwen's whole body. What else could she possibly do?

Thwip. "Bad dog! Sit! Stay!"

Oh, right. Her boyfriend was Spider-Man.

Four strands of webbing yanked the Jackal backwards, allowing the girls to spring to their feet. Gwen's head spun to discover a pair of spider-people at the foot of the stairs. The two of them sprang into the subway station, landing a set of identical kicks on the Jackal's torso.

"Do I even want to know why you were taking off Gwen's shoe?" Scarlet Spider dodged a claw swipe.

"Yeah," said Spider-Man as he webbed Jackal's hind paws to the floor. "Don't tell us you're-"

"-going all Quentin Tarantino on us?" finished Scarlet.

"Or, like, that one weird kid who sat in the back of middle school geometry," added Spidey.

"Ha! I remember him!" The spiders high-fived. "Inside jokes for the win!"

"Oh lord, there's *two* of them now." Jackal's eyes bulged. "What have I *done?*"

A second later, Spider-Man's foot collided with his face, and Scarlet Spider's joined it a second after that.

"Congrats, Dr. Warren-" Spidey raised his leg for the next blow. "-you've crafted the only possible scenario where I wouldn't feel bad about kicking a dog."

"God, we got enough angry letters from PETA after the Grizzly incident," said Scarlet.

"Enough!" snarled Jackal.

"Eh, you had to be there." Spidey shot some glob of webbing to neutralize Jackal's front claws.

Jackal's head snapped towards Scarlet. "Why are you doing this to me, pet? I ordered you to kill Spider-Man!"

Scarlet's fist smashed into his gut. "Yeah, funny thing, I was talking to Spider-Man on the way over here, and it turns out he's actually a really cool guy. I swear he reminds me of someone.

Can't put my finger on it, though."

"Whoo! Teamwork!" Spidey front-flipped over to the far side of Jackal and added his own flurry of punches to the mix.

"Okay, my webbing's running on fumes here." Scarlet tried to fire her built-in shooters, but they sprayed only a faint mist. "I've been having to make due with, like, soup, bagels, and a Philly cheese steak sandwich, and really, the sandwich did all the heavy lifting, so guess I'll have to stick to fisticuffs for now."

In synch, the spiders cried out, "Spider-Twin powers activate!" And then they punched and kicked Jackal a whole lot more.

"*Traveller*. Pet, you will not lay another finger on m-" Jackal couldn't finish that sentence because Scarlet had laid another finger on him. "*Traveller!* Attack Spider-Man, not me!"

"Hmm… Nah." Scarlet punched him again.

"*Traveller! Traveller!* How are you doing this?" It was getting harder for Jackal to speak as the number of fangs in his mouth decreased.

"Because…" Scarlet took a breath. "...I guess I finally realized you're full of crap, and you're just using this hypnosis thing to fill my head with lies, and I don't want to let lies into my head anymore. I know who I am. I *know* I'm not your pet."

"*Trav-*"

Scarlet Spider landed one last good punch on Jackal's jaw. *Crack.* As the Jackal recoiled, he began to morph and shrink, his fur retracting into his skin, until he was nothing but a sad, disgusting, feeble old man. Well, that's what Jackal had always been, but now he looked that way on the outside, too.

Thwip. Spider-Man wasted no time giving Warren a pair of web-underpants. "Huh." He walked up to inspect their victim. "His mustache *did* return to his face, but it's not as well-groomed anymore. Science is full of mysteries..."

With the Jackal neutralized, Gwen and MJ were brave enough to go away from the staircase and back towards Warren.

"Pet… why…?" When his nose was broken, his eyes were watering, and his hands were trembling, Gwen almost felt sorry for the scrawny, naked man. Okay, no, that was a bold-faced lie. This kind of delighted her, if she was being honest with herself. "All I ever did was… love you..."

For a moment, something about Scarlet Spider's posture seemed to soften. But then it hardened right back. "Really? Well, if you loved me so much, did you ever, ever *once* in your *miserable* life, stop to think about what *I* wanted and what *I* was okay with?"

Warren had no answer for this.

"Yeah, that's what I thought." Scarlet punched him one last time, knocking Warren to the ground (though his feet had remained webbed to the floor even at this size). "That's where you screwed up, 'Master.' I'm no one's bimbo – I'm a strong independent woman who don't need no man."

"Now let's get you to the police." Spider-Man moved to free Warren's feet. "I'm sure they'll have lots of questions about what happened to your brother."

“My… My brother? Oh lord, no...” From his eyes, it seemed like this was the first he’d remembered it. “I’d never kill Aaron. I wasn’t me!” Warren struggled against his web-bindings, but that worked out about as well as you’d expect. “I couldn’t have! It wasn’t me, it was the Jackal! It was the-”

Pew. A beam of red light plowed through Warren’s forehead, leaving a scorch mark on the subway’s far wall. For a moment, the whole station was quiet. Then Warren flopped over on the ground – Peter had dropped him, startled.

Gwen, MJ, Peter, and Reilly all turned to follow the beam’s path… straight to a miniature Spider-Slayer perched on the opposite wall. A trail of smoke wafted from its back-mounted turret.

“What?” came Smythe’s voice from within. “You hospitalized him. It’s not like we’re going to wait for him to recover and risk spilling all our secrets in the meantime. Any idiot can grow our clone army if we hand them Warren’s notes.”

“Um… okay.” Peter’s spider-sense must not have been tingling, Gwen knew, or he wouldn’t be this calm. “But if you’ve got a death laser on that thing, why aren’t you using it on us? Uh, not complaining, just saying.”

“Oh, we don’t particularly want you dead anymore,” said Smythe. “That was Warren’s prerogative. The rest of us are willing to let bygones be bygones. Truth be told, Spider-Man, we’ve reached the threshold where one, even two smart aleck teenagers with super strength and silly string shooters couldn’t possibly pose a threat to our operations.”

“Yeah?” Spider-Man smacked the robot off the wall, then trapped it under his foot. “We’ll see about that.”

“Watching you try will be *adorable*.” The Spider-Slayer went limp, and so Spidey squished it.

The subway station was left in silence, occupied only by four teenagers, a crushed robot, and a corpse. There’d been other potential subway passengers, but once look inside had turned them away at the entrance.

Peter’s stomach rumbled. “You know, the Avengers have this famous thing they did where after their first big battle, they all went out and got shawarma. I think the humor’s kinda played out at this point, but remembering that makes me, like, legit hungry for shawarma.”

“I’d be down for that,” said Mary Jane.

“Same.” Gwen turned her head. “Reilly?”

“Master… is dead.” Reilly fell to her knees. “And it’s my fault.”

“No, no, it’s alright!” Peter hurried to her side, and Mary Jane was close behind.

“*I’m a mohhhhhhh-nster-!*”

Peter gave MJ a look of apology. “There, uh, may still be some residual effects of the brainwashing. We’ll have to get those ironed out.”

“There’s also a derailed subway train we should check on, now that I think about it,” said Gwen.

Peter hung his masked head. “So no shawarma?”

“No shawarma.”

“I think I’m gonna cry.”

“Also, the police have probably been called by now, so we should get out of here.”

“Aww, and deprive the Bugle of the chance to accuse Spider-Man of murdering a college professor?”

“Oh yeah, the police!” Across from them, Mary Jane scrambled to refill her purse.

Puerperium

The backyard of the Parker house hadn't changed a bit. In fact… it was a little *too* unchanged. That tree by the road had fallen down when Peter was six. Reilly scratched her head. Had they put in a new one? And hadn't Aunt May moved out of here, anyways? In fact, now that she thought about it, how had Reilly even gotten here?

"There's no need to be alarmed, Reilly." A man stepped out from behind the aforementioned tree. Reilly almost didn't recognize that chrome dome without the wheelchair beneath it.

"Professor X?"

Xavier nodded. "I'd hoped your childhood memories might relax you."

"But-" Reilly brought a hand to her forehead. She was still in her Scarlet Spider costume, as it turned out. "But they're not *my* memories."

"Yes, your situation is… unusual." Xavier gave a patient smile. "But I believe you have every right to these memories that Peter Parker does. I can sense your feelings, and I promise you they are as sincere as anyone's." Images flashed across the sky – of Gwen, Aunt May, Uncle Ben, Captain Stacy, Mary Jane...

Xavier's face grew solemn. "What Dr. Warren did to you was wrong, Reilly, and I can't bear the thought that you should suffer a moment longer for his sins."

"What do you m-?" Reilly jolted. "Wait, you're the X-Men's big kahuna! You- You're shipping me off to S.H.I.E.L.D. right now, aren't you? *Aren't you?*"

Suddenly, the dream world was swirling around Reilly, and when it came to a halt, she was in the Master Planner's layer, and she felt like her shoulders were being ground into dust. This was Peter's memory, not Reilly's, and yet she still had the body of a girl, still wore her Scarlet Spider costume.

Xavier stood before her, watching Reilly struggle with the weight.

"The man you know as Dr. Barton Hamilton is a mutant telepath whom I've had the misfortune of encountering before," he said. "He's gone by many aliases over the years, but his true name is Judas Traveller. His breed of telepathy is different from the norm. You see, while Traveller cannot outright control his victims' minds, he *can* control what his victims believe. His poison is insidious, preying on people's doubts and fears to turn them into his pawns. His alliance with Oscorp is worrisome, but your ability to resist his control for such a length of time is quite inspiring, I must say." Xavier's smile returned. "You're stronger than you realize, Reilly."

"Yeah?" Reilly struggled to speak in light of the big hunk of metal on her shoulders. "Then how come I can't lift this stupid thing?"

"That weight is one Traveller has placed upon your mind."

"Very poetic. Don't suppose you can get rid of it for me?"

Xavier shook his head. "The form of telepathy Traveller employs is not one that even I, the most powerful known telepath, can simply will away, as much as I would like to. But what I *can* do… is give you the strength to lift it yourself."

The next thing Reilly knew, Xavier was gone, leaving her on her own in a collapsing, sinking lair. Great. Big help, Professor X. God, this water was cold. And this stupid weight… Reilly could scarcely feel her shoulders. Felt like she'd been carrying it forever. This was… hopeless...

But then a groan hit Reilly's ears, and her eyes fell on a figure lying across from her – a blonde-haired girl in a salmon-colored winter coat, unconscious on the ground. What was Reilly doing? She couldn't give up. Not with Gwen depending on her.

Reilly dived underwater, then sprang back up to push with all her might. She pushed and pushed, and then…

...she rose out of her armchair.

"Whuh?" Reilly blinked, rubbing her eyes. She was back in her street clothes, but where…? Wait, she remembered this place from Peter's memories – It was Xavier's office.

The man himself was seated across from her in his trademark wheelchair, beaming. "How do you feel, Reilly?"

"I feel..." Reilly pondered this. Had she seriously thought the X-Men or She-Hulk would ever let her get dissected? That was so dumb. They were *superheroes*. "...lighter."

"I'm glad I could be of assistance." Xavier nodded for the door. "Now, I imagine you'd like to join your family outside?"

Reilly started to leave, but then she halted. "Wait, if you can de-brainwash me, then could you save Harry, too?"

At this, Xavier sighed. "I did locate your friend with Cerebro, but I'm afraid not everyone is capable of lifting such weight, Reilly. Harry Osborn was prisoner to his own insecurities long before he met Judas Traveller."

"Yeah..." Reilly bowed her head. "I see your point. But still, thanks for everything." She hugged Xavier (which, come to think of it, was probably not something Peter Parker would've done) and then exited the office.

Waiting in the hallway was a handful of X-Men. Reilly recognized most of them, but the dark-haired teenage chick was new. She looked about Reilly's age.

Bamf. Nightcrawler was the first to approach Reilly. "Hello! I'm Kurt, but in ze circus, I vas known as-"

"Hi, Nightcrawler." A weird noise escaped Reilly's mouth. Had that been a giggle? Reilly hadn't known she could giggle.

The little blue gremlin beamed with pride. "Ah, I see my reputation proceeds me."

Wow, had he always been this cute? How come Peter had never noticed? "So how was Canada?"

"Oh, it vas incredible! Ve vere investigating ze old Veapon X facility, und ve met Laura." Kurt pointed out the new girl. "She vas being kept in un unspeakably cruel training camp before ve rescued her."

"Yeah," spoke up Bobby from Kurt's side, "who'd have thought Wolverine had a female clone?"

"No. Way." Reilly promptly scurried over the new girl. "You're a gender-flipped Wolverine

clone?"

Laura's shoulder-length hair was almost as stormy as the look on her face. "What's it to you?"

"I'm a gender-flipped Spider-Man clone!"

"So?"

"So we should be clone-besties!"

Laura gave the other X-Men a look. "Is it too late to go back to the training camp?"

After that, Laura stormed off down the hall, which Reilly could only assume meant she wanted her new clone-bestie to follow her.

Peter had ended up in one of the X-Mansion's empty classrooms alongside Gwen and Mary Jane. He and Gwen were leaned against the dry-erase board, while MJ was perched atop a desk in that way teachers hate.

"You think Reilly's gonna be much longer?" Gwen rested a hand on Peter's arm.

Peter shrugged. "Your guess is as good as mine. Who knows how long de-brainwashing takes?" He sighed. "Let's just hope it's over with soon so we can go back to the apartment. We all need to get home." Peter hesitated, glancing at MJ. "All… four of us."

At first, there was no reply. Mary Jane had buried herself in her phone, from the looks of things. But then, to Peter's surprise, she hopped off the desk and walked over to them.

"Uh, sorry if that was too presumptuous," Peter began. "Gwen and I were just hoping..."

Mary Jane held out her phone, allowing them to see the image she'd pulled up. Peter and Gwen found themselves gaping at it. For a second, Peter almost thought it was an old picture of Gwen, except Gwen's hair had never been red. The girl in the picture was smiling together with an older woman, presumably her mom, outside a Broadway theater. The girl's hair was about as messy as Gwen's on a good day, and her eyes were covered by big, black-rimmed glasses. As for clothes, the girl had on a baggy t-shirt and jeans, not unlike the ones Reilly had foraged during her time on the streets.

"Is that your little sister?" asked Peter.

Mary Jane almost laughed, but she didn't manage it. "This was taken two years ago. Before the world knew MJ, it knew..." She glanced away to mutter, "Brainy Janey."

"Brainy Janey?" Gwen scoffed. Then she caught herself and blurted out, "Not that you're not smart! It's just, that's really..."

"Not a name Janey picked out herself, trust me." MJ turned the phone back off. Peter got the impression keeping it on for even a minute had been a struggle for her. "See, other kids tended to think Brainy Janey was kind of a dork, and since Janey was always moving to new schools because of her jerk of a dad, well, Janey wasn't so good at making friends." Her shoulders sagged. "She was great at acting, though. She could stay in-character for days... weeks... months…"

"Mary Jane..." He didn't know which of them had done it first, but Peter and Gwen both ended up walking towards her.

“And, like, at first it was just a way to get people to like me at my latest school, but then I got *stuck* like this.” MJ’s words were gaining speed. “All I had to do was starve myself and spend five hours a day in front of the mirror, and suddenly everyone in class was fawning over me, and I was fooling around with boys, and then I was fooling around with girls, too, and suddenly I had a rep, and- and it all happened so fast, and I ended up going on a date with Mark, but it wasn’t a *date* date, and then we fell in love, but it wasn’t *love* love, and then I got this modeling gig that made me brave enough to run away from home, and Mark’s Molten Man problem was dealt with, so we got a place together, but the longer I was with him, the more he realized that I’m, as Holden Caulfield would put it, a phony, and then I didn’t have anywhere else to go, so I latched onto you guys, and I saw everything you two had together, and I got hit with this crazy mix of jealousy and- and…”

The moment Peter and Gwen were in range, Mary Jane’s arms were around them.

“I’m a fake, and Aunt Anna hadn’t even met me before I moved to Queens, so no one else knows except my stupid parents. You guys are literally the first human beings on this planet I’ve told this to, *and Beauty and the Beast was my favorite movie when I was a little girl, and I know this is just you two’s thing, but I unironically love you both, and- and- Oh, god...*”

The longer she spoke, the less coherent MJ grew. Peter found himself stroking her hair while Gwen fumbled through MJ’s purse for a tissue.

Peter couldn’t help but remember something he’d once been told: *We all wear masks, Spider-Man.*

By the time the three of them emerged from the classroom, Mary Jane’s mask was back on. The moment she spotted Reilly, MJ skipped over to her, grinning.

Peter shook his head. She’d recovered *fast.* You’d never notice anything had been the matter unless you really examined MJ’s eyes for the faint tinge of red.

“Girlfriend!” MJ grabbed Reilly’s arm, dragging her away from some dark-haired chick Reilly had been following. “How’d the de-brainwashing go?”

“It went great, actually.” Reilly watched the dark-haired girl power-walk away as fast as her legs would go. “I just wish Harry could’ve been saved, too, that’s all… Did I tell you guys he’s been brainwashed? Actually, we need to have a big talk about all that.”

“Not until you’ve eaten, bathed, and gotten a full makeover.” MJ led Reilly back towards Peter and Gwen. “No offense, but you look like a street urchin.”

Reilly fiddled with a strand of her frizzy hair. “That might have something to do with the fact that I’ve been living on the streets.”

“Don’t you worry.” Suddenly, MJ grabbed a fistful of frizzy hair. “I’ve already got some ideas on what to do with this.”

“You do?” Reilly blinked. “Like what?”

“Well, first things first, you have the memories of a straight guy, right?”

“Um, yeah. Why-?”

“So… butch or femme?”

“I… don’t know what those words mean.”

Though Reilly had memories of Peter doing it regularly (which made her shudder, seeing as he was her biological brother and all), Reilly herself had, in the most literal sense, never bathed a day in her life. In fact, tonight’s shower was the first time she’d gathered the courage to undress since Reilly had first emerged from the gestation pod. Man, that felt like a millennium ago.

But even more nerve-wracking than taking clothes off had been putting clothes on. At first, Reilly had stood her ground on the issue of bras, but half an hour of peeling off her web-binding in the tub had eroded her willpower, and, thanks to some prior coaching from MJ, Reilly was able to get the darn thing on all by herself. There was nothing to it, really. You just had to take the hooks and hook them into the other hooks so that it was all hooked, and then- No, wait. Reilly had hooked the hook in the wrong hook, and now the bra wasn’t hooked with the hooks that were supposed to hook in each hook…

A few decades later, Reilly emerged from MJ’s bathroom into MJ’s bedroom, fully clothed in both underwear and undershirt. She’d even shaved, leaving her limbs and pits feeling silky smooth, except for all the places she’d nicked herself.

It’d been really nice of MJ to lend Reilly such fancy sleepwear, but, uh, truth be told… it felt kinda dirty. Whether MJ sensed this or not was something Reilly was left to speculate over as MJ helped brush out her hair.

Then came the *truly* scary part.

“You sure about this, Scarlet? Last chance to back out.”

Reilly took a deep breath. “Yeah… I’m sure.”

With the way Mary Jane snapped those plastic gloves onto her hands, Reilly couldn’t shake the image of a proctologist.

“May I present… Reilly Parker.” Mary Jane stepped aside to usher Reilly into the living room.

There was a small part of Reilly’s brain that was still shrieking that she was a boy and all of this ought to be super embarrassing, but there was another, larger part of Reilly’s brain that was honestly enjoying it. MJ had even dabbed on some makeup – though Reilly had this strange urge to lick off the lipstick. Was that normal for girls?

Gwen gave a polite applause at Reilly’s approach, though Peter seemed too stunned for that.

“You, uh, you look great, Reilly. That’s really your color.” After a nudge from Gwen, Peter added, “We’ve actually got something for you, too.” He handed over a pile of spandex.

“Thanks, bro.” Reilly accepted the gift, unfurling it to discover a complete costume of the same quality as Peter’s own.

“I know we made it on short notice,” said Peter. “We just modified one of mine, really. Y’know, changed up the spider design, dyed it darker...”

“*I* wanted to make it white and pink with, like, a hood,” added Gwen, “but ‘Scarlet Spider’ already caught on, so I guess you’re stuck with red.”

The costume was, indeed, scarlet, and the blue parts had been made a darker shade to match. The

utility belt had been removed, seeing as Reilly wouldn't be needing web-cartridges, though some pockets with zippers had been sewn in for her phone and stuff. There were some other small tweaks, like making some of the fingers blue and adding some scarlet stripes with the black webbing design that ran down the legs to the feet, but by far the most striking change was the black chest-spider, which had ballooned in size compared to Spider-Man's. The legs extended all the way to the shoulders and waist, not unlike Venom's white one.

Reilly whistled. "Wow, it's… exactly how I'd have designed it."

Peter laughed. "Yeah, I, uh, kinda figured it would be."

"One nitpick, though, I would maybe – I'm just saying *maybe* – have drawn the spider on crooked."

"Oh, well, then it's a good thing you let your big brother design it to spare you the embarrassment."

"Look, I'd already committed to the crooked spider. Now it's gonna look like I caved in after people laughed at me!"

"I was one of those people, for the record."

"Do I need to go back to trying to kill you?"

A play fight may or may not have broken out after that. But sooner than later, it was decided that everyone needed to get some sleep (Reilly had a heck of a lot to tell them in the morning when they weren't all exhausted), and so the four of them went their separate ways – Peter and Gwen went to their bedroom, MJ went to hers, and Reilly went to MJ's bathroom to brush her teeth with a spare toothbrush. Reilly, err, might have raided the refrigerator the moment she stepped foot in the apartment. Her web-fluid wasn't gonna produce itself.

It was half past midnight, there was school in the morning, and Peter and Gwen were wide awake. Gwen turned over under the covers, fluffed her pillow, forced her eyes shut… nothing. She had no choice but to sit there and watch the swirling purple patterns behind her eyelids.

"So..." Apparently, Peter was in the same dilemma. "...I hear you hit Jackal with a subway train."

Gwen found herself laughing. "Kind of."

"Doesn't sound like something a girl made of tissue paper could do."

"Heh, yeah." Gwen smiled, but it failed to reach her eyes. "So anyways… Mary Jane took the rejection well."

"Yeah," said Peter. "I mean, I don't think she seriously thought we were gonna, like, have a three-way romance with her. She just needed to get it off her chest."

"I mean, it *is* flattering, though," said Gwen. "That- That she's into us, I mean. Both of us."

"Geez, she wasn't kidding about being a hippie…" Peter took a breath. "But Gwen?" He nestled his chin into the crook of her neck. It fit so perfectly, you'd think it belonged there. "You know I love *you*."

"And I love *you*." Gwen drew her head back, feeling her cheek against his.

“Gwen, I swear to you… Mary Jane will never, *ever* replace you in my heart.”

“I know. It’s okay, I know.” Slowly, Gwen’s eyes shut. “But Peter? I’m not gonna charge you with thought crime or anything… I need to know… That *thing* MJ did… D-Did you think it was kinda hot?”

She felt him shift on the mattress. “I mean, I wasn’t *disgusted* by it…”

For a moment, there was silence.

“To be totally honest,” Gwen said slowly, brushing her hair out her face, “neither was I.”

“*Whoa*.” Before leaving the bathroom, Reilly gave herself one last inspection in the mirror. She’d never imagined her hair could be this sleek or shiny or… blonde. Reilly ran a hand down it to make sure the dye had dried. When it was frizzy, her hair had fallen to Reilly’s shoulders, but after a trip through MJ’s flat iron, it almost fell to her butt.

Reilly had thought about going for butch (once MJ had explained the slang’s meaning), but, well, why should she try and look like a boy? Just because Peter was a boy? What did that matter? She wasn’t Peter, she was *Reilly*.

Reilly held the new Scarlet Spider costume up to her torso, picturing herself in it. Not bad. Not bad at all. Maybe she’d add on those silver bracelets from her original costume, though, just for nostalgia.

She met her reflection’s eyes. That ghostly girl was staring directly at Reilly again, only this time… she didn’t seem ghostly at all. There was nothing freaky about her, and she wasn’t the least bit mysterious.

The mystery was over.

Okay, Spider-Man knew a thing or two about secret evil villain lairs. This hidden laboratory located beneath an abandoned police station? It screamed “secret evil villain lair.”

“Uh, why the secret lab…?” Spidey asked as he and Warren exited the elevator.

“There are those who might wish to use ESU’s more…” Dr. Warren hesitated. “...hazardous inventions for their own purposes. This lab is simply a precaution to keep ESU’s assets safe. We’re working entirely within the law, I assure you. We own this police station. We’re paying our taxes.”

“Uh huh.” When it came to upholding the law, tax collection wasn’t exactly Spider-Man’s forte, so, err, guess he had to trust Warren on that point. Not really much choice, what with his four surplus arms still wriggling around.

Every so often, a sharp pain would rock Spidey’s chest. He kept expecting himself to turn into Man-Spider any second now. Ugh, he almost wished Dr. Warren had let that be a surprise just to spare him the dread.

“The blood sample you’ve given me is more than adequate.” Warren patted the crimson-filled syringe inside his coat pocket. “But I’m afraid, to see how far along this mutagen has progressed, I’ll also require a scan of your neurological structure.” He gestured to a machine resting nearby. It was a giant metal tube with a small hospital mattress inside it. It was basically an MRI machine, but with that trademark ESU sleekness.

“Hey, dude?” Spidey sighed, then said, “We’re gonna have to use the superhero honor code here. If you get all this medical info from me, you’ve gotta promise not to use it to find out my secret identity.”

A small smirk crossed Warren’s lips. “That would be exceedingly ungrateful of me, Spider-Man, seeing as you saved my life from Morbius and the Man-Wolf. If you’d gone to the press, my career would’ve been over.”

“Good point.” Spidey had no choice but to trust Warren. It’d be even easier for people to piece together the Web-Head’s secret ID if he and his pet photographer became octopeds at the exact same time (Peter had the mental image of himself waltzing into the Daily Bugle in a six-armed tailored suit, sitting down at his computer, then turning to a slack-jawed Jameson and saying, “What? Is there something on my face?”)

Without further ado, Spider-Man laid himself down on the mattress. “You, uh, don’t need me to take off my mask, do you?”

Warren shook his head. “Something so thin won’t get in the way. Now sit still, please.”

“Cool.” Spidey made an effort not to squirm as the mattress slid back into the metal tube with a gentle whirr. He made it two seconds before he had to run his mouth again. “So, uh, don’t I get to watch a movie or something?”

Warren chuckled. “It won’t take that long.”

Well, that was good to hear. Spidey wasn’t sure he could keep all his arms still for much longer, and besides, he was a little impatient to get this over with. Turning into a giant Man-Spider was not on his bucket list.

Spider-Man focused on relaxing his muscles. He shut his eyes…

...and opened them to discover a demon. A demon that looked like... him. More specifically, it looked like someone had taken Peter’s facial features, tossed them all in a blender, and then smashed them back onto his face. The demon’s eyes bulged. Its gums sagged out. Veins sprawled through its cracked, purple skin. The rest of the body was more or less the same as Peter’s, but that face…

What was that thing? And why was it *looking right at him?*

“*Huh? Whuh?*” Peter tried to cry out, but the sound was distorted. Hadn’t he been lying on his back a second ago? Now he was suspended, weightless. Water. He was in water.

But before the panic could set it, there was a *whirr*, and suddenly Peter shot forward in a cascade of fluid. Dazed, Peter pulled himself to his knees on the floor, hacking pale amber liquid out his lungs. Hewatchedit swirl around his fingers and down a drain.

Where…? His head darted about, taking in its new surroundings. It was a barren room, lit only by an overhead lamp. The place was so gray and sterile, it had to be some kinda hospital. What had happened? How had Peter gotten here? Was he dreaming? Peter almost would’ve believed that, except he could touch the damp tile floor with his own two hands.

Wait. *Two* hands?

Peter felt up his torso. Nothing. Had Dr. Warren cured him, then? Why had Peter been knocked unconscious? And his mask! He touched his face. The mask was indeed gone, but… the skin felt

strangely rougher than normal.

The demon flashed through Peter's eyes.

"No. *No.*" He scrambled to his feet, hacking up more amber fluid. He- He was naked. How-? Had Warren kidnapped him? *What had he done to Peter's face?*

"You're disgusting," said a voice.

Peter spun around. *Rrgh*, why did his left eye sting? It made his vision blurry. But nonetheless, he was pretty sure he recognized the woman in the suit standing across from him. "H-Harry's mom?"

"Oh, you still have Parker's memories?" The woman stepped towards him, her high-heeled shoes squelching as they struck the damp tiles. "Hmmph, Warren must've recycled the same brain model from the first clone." Her eyes flitted to Peter's face. "It seems he made you in quite a hurry – to pacify me sooner, I'm sure."

A sudden retch rocked Peter's body, followed by him puking up more of that amber fluid.

The woman chuckled to herself. "Well, at least he modified you to my… specifications." Her eyes flitted to something a bit lower than Peter's face.

Peter's chest was heaving, and he couldn't stop it. This wasn't real. It wasn't real. Mysterio was trying to drive him insane, or- or Peter was drugged up and hallucinating.

"Yes," the woman said, more to herself than to him, "you're certainly not his precious work of art like the first clone, but you'll suit our purposes, at least until we find Warren's replacement."

"Lady, I don't know what kind of crazy pills your husband managed to feed you before he exploded-" Peter charged her, fist raised. "-but you'd better explain yourself before I get *really* mad-"

But a second before it collided, the woman finished saying the word, "*Traveller.*"

Peter shrieked. He shrieked and shrieked until his throat went numb, until his knees buckled, until the lining of his esophagus felt as disfigured as his face. Pain like he'd never felt before. Not from Electro, not from- from *anything*. It was all he could do to keep from losing his mind.

"Apologies for the barbarism." The woman absently straightened her suit. "Unfortunately, our last clone was able to shake Dr. Hamilton's telepathy, so we requested he deploy something less *kind* this time around."

"*What… did you… DO to me?*" Peter tried to return to his feet. Instead, he ended up back on the floor, panting.

"What did I do to you?" The woman pondered this for a moment. "Well, I ordered your creation, so I suppose you could say I've done *everything* to you. Warren probably meant to let you cook a bit longer, but oh, well. I'll make sure the next batch is less nauseating."

"What are you talking about?" *Creation?*

Peter spotted a mirror on the far side of the chamber. The demon was staring at him again.

"What..." The demon brought trembling hands to its face. "…*am* I?"

"Interesting question," said the woman, folding her arms behind her back. "The way I see it,

you’re Peter Parker’s brother. Think of it like he’s Abel… and you’re Cain.”

End of Lesson 9

Needs Assessment

Lesson 10: Family Studies 101

"***I may be the black sheep of the family, but some of the white sheep aren't as white as they try to look."***

– Unknown

This was going to require the hands of a surgeon. One small screwup, and Mary Jane's life as she knew it would be over. She held her breath. She needed every last drop of her concentration. Even breathing would distract her.

Slowly, carefully, Mary Jane lowered the brush to her nail, smearing it with red. *Easy does it… Easy does it… There*. One down, nine to go.

Okay, next one-

"It's so great to see you again, Mary Jane!" Aunt Anna barged into the room with a tray of cookies.

"You, too, Aunt A." No need to panic, no need to panic. MJ simply had to maintain her concentration on her nails whilst also acting pleasant towards her aunt. Easy peasy.

"Any idea how long you'll be staying?"

MJ was forced to exhale. "Until I can walk through my front door without getting my eardrums blown out."

Anna gave a pleasant laugh (even though Mary Jane hadn't been joking). She seated herself in the armchair opposite MJ's. "Well, I'm glad to see you, despite the circumstances. And I know..." Her face drooped. "I know your mother doesn't always get along with my brother, but if they truly love each other, they'll work out their differences."

"Of course. Every couple fights. Nothing to get worked up about." MJ's sockets had to wrestle with her eyes to keep them from rolling.

Anna smiled. "Well, I'm glad you're in high spirits. That's what I like so much about you, Mary Jane – your optimism."

"Yeah, that's what all the boys like about me, too."

They shared a laugh.

Truth be told, Mary Jane was ready and willing to drag her feet here as long as possible. Why would she be eager to leave a house where there were no dishes in the sink, the floor looked like it'd actually been vacuumed sometime this year, and you could hear birds chirping outside the windowsill. Real ones, not just the recordings MJ had to listen to to fall asleep without waking to panic attacks.

But more than that… Well, it wasn't the kind of thing Mary Jane was physically capable of saying aloud, but she really liked Aunt Anna. She was a heavyset, gray-haired woman perpetually dressed like she was going to church. She liked to garden and she like to laugh, and MJ had never

heard her raise her voice once. If MJ could grow up to be an identical copy of Anna, she'd be lucky.

Even if she couldn't say it aloud, though, Mary Jane could maybe express the sentiment by smiling at Anna or at least making eye contact, but she was pretty focused on her nails right now. The pinky always gave her trouble…

"I know you haven't been in Queens for long," said Anna. "Have you made any friends yet?"

"Friends?" MJ could make friends by walking down the street with a low-cut top. That was like asking if she'd folded her socks yet or taken out the garbage yet. "Nah, but wait till summer's over. I'll be beating my friends off with a stick."

"What about the ones from your old town? Have you heard from any of them?"

"Oh, yeah, we text sometimes." Their names had already slipped MJ's mind, and sometimes she got their faces mixed up with the friends from two old towns ago.

"You know, my nextdoor neighbor, May Parker, has a nephew. I hear he doesn't have many friends, either."

"Mmm hmm." Alright, time to begin the delicate procedure of swapping hands. The first hand hadn't dried yet, but MJ was a pro at this. It was fine. "And what's he like?"

"Oh, he has a wonderful personality!"

A violent shudder smeared nail polish every which way.

According to Aunt Anna, Peter Parker was a "quiet, sensitive, sheltered boy." Wow. Just wow. MJ bet Norman Bates had been a "quiet, sensitive, sheltered boy" once, too.

Mary Jane sat up on the mattress, peering out the window of the second story guest bedroom. Speak of the devil, there Parker was now, trudging down the street towards his house. Geez, he looked ready to stab the next person he saw. MJ was gonna have to watch herself during tonight's shower.

MJ cocked her head. He was pretty cute, though. Ditching those glasses had been the smartest decision he'd ever made (MJ had been observing him for a while now. For her own safety, of course).

But a flash of red and blue shook MJ from those thoughts. "Huh? Whuh?" She craned her neck to see something to the far left of the window. There was a cop car outside the guy's house. Holy crap, he hadn't *actually* stabbed anyone, had he?

Parker spotted the car at the same time Mary Jane did. She watched him scamper inside. After that, MJ tore herself away, sitting back in the bed. For the first time since her brief stay at her aunt's house, Mary Jane felt uneasy.

And that was before Aunt Anna barged into the bedroom, looking like she'd seen a ghost.

"Aunt A? What's wrong?" MJ sprang upright.

"Oh, Mary Jane, it's May's husband..."

"*Did he hurt her?*"

Anna shook her head. “No, never. He was a good man.”

A good man? She may as well have said he was a leprechaun… Wait, “was?” “What happened?”

Anna buried her eyes. “A burglar tried to steal their car, and he had a gun, and… and May needs me right now.” She took a deep breath. “I’m going over there to stay the night with her, but I hate to leave you here alone...”

“I’ll be alright. Go do what you gotta do.”

Anna nodded, hugged her niece, and then left. For a second, MJ thought about going with her. The Parker guy could probably use a hug.

...Yeah, right. Mary Jane Watson hanging out with a family in mourning? *That* sounded like a party. Peter Parker would be *thrilled* to see some rando airhead he’d never met before.

So now MJ was alone in a spooky, creaking house. They had… *caught* that burglar, right? After a minute, MJ got up to lock her door. But before she did, she took one last glance out the window. She didn’t know what she’d expected to see. Peter leaving the house again, maybe.

Actually, that was exactly what Mary Jane saw. She just hadn’t expected Peter to do so by climbing out a window, and she definitely hadn’t expected the spandex.

Hmm, this *was* supposed to be a fall thing, but the black dress coupled with Mary Jane’s natural hair already screamed “Halloween” without her having to do anything else. Some pale pink lipstick would help balance things out so long as she didn’t overdo it with the blush.

MJ set down her compact, examining herself in the bathroom mirror. She wasn’t perfect, but she’d still put in, like, ten times the effort that any sane high school girl would. Besides, the way Aunt Anna described him, Peter had never seen a girl before in his life. It wasn’t like he’d take one look at MJ and go, “That makeup is a fraction of a shade off from your skin tone. GET OFF MY DOORSTEP, YOU HUSSY!”

MJ turned away from the mirror, inspecting her nails for chips. It was hard to believe that scrawny, lonely kid was Spider-Man. *No.* MJ shook herself from that thought. She didn’t know it for a fact. Spider-Man could’ve been one of the police officers that day or- or maybe all along, Spider-Man had been Peter’s aunt. Anything was possible!

For the millionth time, MJ pulled something up on her phone – a blurry Youtube video titled “SPIDEY THWARTS JEWELRY STORE ROBBERS AND RESTORES FAITH IN HUMANITY, TRY NOT TO LAUGH LOL XD.” MJ knew it by heart – The video opened with cell phone footage of some thugs holding up a jewelry store counter, forcing a staff member to fill a sackful of diamonds at gunpoint, but then a fuzzy red and blue figure descended from the ceiling on a web-line.

“Oh, that necklace is going to look *fabulous* on you.” The figure’s voice caused the thugs to flinch, but their guns were yanked from their hands by two more web-lines. “But y’know what would really bring out your eyes?” Then he squirted them in the face with webbing. “*Tres magnifique!*”

The rest of the video was devoted to showing the panicked customers hugging and thanking Spider-Man. He even got a baby to stop crying and giggle at him. The whole thing went on for about three minutes, but then security showed up, Spider-Man pounced out an open window, and the footage cut out.

The video had been viewed one and a half billion times. It had nine hundred thousand likes and fifty thousand dislikes, and the top comment read, “All dislikes come from JAMESONS SOCK PUPPET ACCOUNTS AMIRIGHT?”

Mary Jane shook her head. Never in all her years on the internet had she thought a video would *actually* restore her faith in humanity. She guessed that was bound to happen to someone eventually, due to the sheer volume of people if nothing else.

She paused the video, freezing Spider-Man mid-quip. He looked like he was having fun out there. Peter was this timid, awkward kid with no friends, but then he slipped on the mask, and suddenly he was a fun-loving, smart-talking crowd-pleaser.

But there was more to it than that – Peter was out there saving people’s lives. Making the city feel safe again. And Mary Jane was in here… preparing to go to a party so she could dance and flirt with strangers. Well, okay, MJ was no stranger to parties, but crashing the fall formal of a school she didn’t attend with a boy she’d never met was unusual even for her. She’d never have gone that far if she hadn’t found her date so… intriguing.

Mary Jane gripped the counter top to keep her hand from shaking. *No.* Deep breath. It was time to put that dorky, bookish girl away in a box. She was Mary Jane Watson now. Mary Jane Watson was a cocky party girl. Mary Jane Watson wasn’t scared of anything. In fact, meeting a mysterious, alluring man for a party with total strangers was Mary Jane Watson’s favorite thing to do in the whole world. Mary Jane Watson didn’t know who Spider-Man was, and she didn’t care. Mary Jane Watson held her shoulders square, she stood up straight, and she *smiled*, for god’s sake. Her teeth were blinding. Everything about Mary Jane Watson was perfect.

She needed a warm up exercise to get the blood flowing. If she could just have a good opening line prepared, the rest of the performance would come easy. Something that’d immediately teach Peter who her character was. Really sweep him off his feet, give him something to remember.

MJ gave the mirror her most alluring bedroom eyes. “Ooh, you do *not* disappoint.” No, that wasn’t right. Mary Jane Watson would never play her hand like that. Heck, paying attention to the other person over herself was a bit out-of-character for her. She needed something more self-aggrandizing.

“Did you hit the jackpot or what?” Better, but it needed more ambiguity. Maybe a pet name would help. Something affectionate but vague enough to leave him wondering. Flirty, but not *too* flirty.

“Face it, Handsome-” No, too overt.

“Face it, Cat-” She was a couple decades late for that one.

“Face it, Tiger.” Yeah. Yeah, that was it. Nobody called each other “tiger.” Like, the heck did that even mean? She thought he was fierce? She thought he was a predator? Mary Jane hadn’t the slightest clue – and, more importantly, neither would Peter.

“Face it, Tiger, you just hit the jackpot.” Good, but it needed to be slower. “Face it, Tiger… you just hit the jackpot.” Perfect. *Now repeat that until it’s seared into your brain*. “Face it, Tiger… you just hit the jackpot. Face it, Tiger… you just hit the jackpot. Face it, Tiger… you just hit the...”

The word “tiger” had officially lost all meaning. But still, the more she said it, the more she liked it. That was good. Exactly the kind of one-liner a swinger like Mary Jane Watson would come up with. Spontaneously upon seeing him, of course.

She was finally ready. Mary Jane Watson descended the staircase. Unfortunately, her trek to the front door led her straight through her father's lair. He'd been reclining on the couch – He got cramps if he didn't air out his beer belly every so often – but he sat up at MJ's approach.

"Where're you goin' dressed like *that?*"

"Oh, just a quick pit stop to None-of-your-business-ville." The door slammed behind her.

It was taking every iota of Mary Jane's willpower to keep quiet. She could be a real chatterbox if she let herself, but that wouldn't fit the situation at all. That would be surrendering power to her date. *He* was the one who was expected to keep *her* entertained.

Still, MJ at least risked a peek at the cab's opposite seat. As expected, he was still staring at her. He jolted when MJ spotted this, but she simply smiled, keeping her eyes trained on him.

"Err, sorry I can't afford a limo or anything." Peter shrank in his seat. MJ must've had heat vision, judging by that sweat. She'd seen Peter from afar plenty of times, of course, but, well, remove him from his plain blue t-shirt and put him in a suit, and… woof.

"Hey, who says only rich people can have a good time?" MJ leaned back, choosing the most strategic moment to let her shoulders slouch, and inspected the plastic box she'd been handed. "I mean, you got me this flower thing. What's classier than that?"

"Yeah, my, uh, aunt got the corsage, actually. She's a little old-fashioned." Peter caught himself. "Wait, so does that make it more dorky or less?"

"Definitely less. Tell your aunt I appreciate the thought, but flowers aren't really my style." MJ offered it back, but he declined. Hmm, she hadn't brought her purse. After thinking for a second, MJ leaned forward to tap the driver's shoulders. "Hey, big guy, you wanna corsage?"

"Aww, that's sweet!" The cabbie happily accepted.*

MJ sat back again, grinning at Peter. "I think we just made his night."

Finally, she'd conjured some genuine laughter out of him.

**At long last, Marvellites, the biggest plot hole in Spectacular Spider-Man history, the mystery of the vanishing corsage, has been solved! I do believe I've earned myself a No-Prize. – Flashbackin' Bandragoness*

"Y'know what?" said the cabbie. "You kids are cute. Imma cut your fare in half."

"Ooh, not the *worst* way to save on cab fare." MJ shot her date a wink.

Now Peter was *really* starting to squirm. "D-Don't worry, I've got that covered."

"Cute *and* chivalrous?" Whether MJ was inching closer or merely getting comfortable in her seat, she'd leave him to speculate. "Thanks, Tiger. I, uh… didn't actually bring any cash." She gestured to the pockets on her dress – or lack thereof. Not like there was room for them, anyways, what with the fabric being vacuum sealed to her body and all. "Trust me, this new party dress'll be cutting into my cab budget for years to come."

"Oh, really?"

MJ's heart stopped. Her date had found a chink in her armor, and now he'd latched onto it to suck

the confidence out of her head and into his.

"You mean you bought an expensive new dress just for *moi?*"

Mary Jane was freefalling. Why had she *told* him that? Idiot! *In-character, you're in-character.*

"What?" MJ giggled. "Of course I didn't buy this dress for *you*." She put a hand on his shoulder, letting the nails dig in just enough to make him antsy. "You'd stretch it pretty badly."

Good, good, he was laughing again. Crisis averted.

The subject needed to be changed, like, yesterday. "So… I hear you're quite the shutterbug." Actually, this was something MJ had been genuinely curious about. The moments when her in-character questions aligned with her real ones were few and far between, so she'd have to make the most of this.

"Yeah, I brought my camera, actually." Peter retrieved said fancy-pantsy camera from his pocket.

"Nice." Mary Jane wolf-whistled. At the camera, of course.

"She's kinda my pride and joy." Peter offered it out, allowing MJ to inspect it.

"And you get pictures of that spider-guy with this?"

"Yeah, um..." The subject of spider-guys had provoked an undeniable reaction. Peter was acting like it was no big deal, though – MJ was well acquainted with *that* behavior. "He pesters me to snap his pic every so often. What a glory hound, right?"

"Ugh, yeah, how vain can you *get?*" MJ handed back the camera. "Ooh, take *my* picture!"

Good, good, the laughter kept flowing. Mary Jane didn't want to let her guard down too soon, but it was safe to say the ice had been broken by now.

"What, in the cab?"

"Why not?" MJ gave his bow tie an idle flick, watching it wiggle.

"Well..." Peter took a peep at her from behind the lens. "...the lighting's pretty terrible in here, for one thing."

"We're almost there," spoke up the cabbie. "I can park in front of the school if you wanna get a picture out there."

"Would you? That'd be awesome." MJ turned back to her date. "So what's this about lighting? Doesn't the camera make its own light?"

"You mean the flash?" said Peter. "Yeah, I thought that, too, at first, but there's actually a lot more to it than that. See, a broad light source makes the lighting softer, and a narrow one makes it harder, and all that has to do with where the shadows land. Now, for, like, a prom photo, you'd want to be able to see the subjects' faces..."

Alright, he was going into maximum geek-mode overdrive. Stereotyping dictated that Mary Jane ought to be bored out of her skull by this. In fact, to do otherwise would break character pretty badly, but… there was something kinda charming about it. His every word held more passion that all the cool kids from MJ's previous school combined.

Of course, Mary Jane saw what was up here – Peter was photographing himself, selling it to the

Bugle, and reaping the reward. Clever boy. But if he wanted to cash in on being Spider-Man… why wasn't he rich and famous by now? What was with the mask? And why did he let his aunt treat him like a fragile snowflake?

Was… Was every penny he earned going towards his aunt? Mary Jane stared at him. Even just watching his mouth move was entrancing. The Daily Bugle smeared his name through the mud on a regular basis, and he didn't even care. Didn't even get any credit.

"Here we are." The cabbie pulled over, Peter tossed him the money, and then Mary Jane allowed her date to lead her onto the school's lawn by the arm. It was pitch black out, so the shutterbug ushered MJ towards a street lamp.

"Alright, that's great." He aimed his camera at her. "Now strike a pose."

When it came to striking poses, MJ was as highly trained as a soldier or a firefighter, but… something felt different this time. "Don't make me look ugly."

Peter feigned worry. "Gee, I can't promise anything..."

This time, the smile came to Mary Jane's face all on its own. "Hey, actually, Tiger... let's get one of us together."

Mary Jane had been in this gymnasium for two seconds, and she was already causing a stir. From the way the other students were staring, MJ got the impression that Peter didn't often find gorgeous women hanging off his arm. MJ had messed with the natural order. If this kept up, the Fall Formal would erupt into earthquakes, volcanoes, human sacrifice, dogs and cats living together...

The formal itself looked like a standard copy-and-paste job. There was the dance floor lit by colored lights, the table housing the punch bowls, the obligatory hipster trying his best to DJ at a record table... How had a hipster been let into a magnet school? Didn't they screen for that sort of thing?

Peter led MJ through the gym by the arm. As they passed a booth, MJ turned to scoff at its sign. "*Vote* for *king* and *queen?* I don't think these people know what… *any* of those words mean."

"Yeah," muttered Peter, "unless they're going all Naboo on us."

Ha, a Star Wars joke. That'd been kinda clever, actually. "Going *what?*" Unfortunately, Mary Jane Watson didn't understand nerd humor.

"Oh, nothing..." Peter glanced away, blushing.

Mary Jane could practically hear Peter's thoughts. He was thinking, *Don't you dare out yourself as a nerd to this hot girl, Parker!*

And then there were all the other students giving Peter dark looks. They were thinking, *Hurry up and out yourself as a nerd to that hot girl, Parker!*

And by the looks of things, MJ wasn't the only one who'd taken notice of their faces. Peter sighed, bowing his head.

"Hey, Tiger?"

"Yeah?" He turned towards her, a mixture of fear and hope in his big, brown eyes.

Screw those other kids. You're ten times the person any of them will ever be. The words caught on MJ's tongue. "Why don't you… show me around?"

"Sure. I, uh, I'm sorry if it's weird for you since you don't know anyone here..."

"Nah, I'm fine." MJ gave him her most reassuring smile, though it was mostly indistinguishable from her most seductive one. "Parties are kind of my element." She hoped her heart wasn't thumping too loud. Well, even if it was, maybe she could pass it off as thrill.

"Mary Jane Watson, this is Professor Warren."

MJ shook hands with one of Peter's teachers. Wow, so the first person he introduced her to was a balding fat guy?

Peter puffed out his chest. "I'm his star pupil."

Ah, that explained it. Tiger's head was swelling before MJ's very eyes. If MJ wasn't gonna tell him the truth, then Peter could only assume he'd gained the attention of the hot girl through sheer charisma. Well, she'd let him have his ego-boost. Poor guy seemed like he could use it.

Next, Peter led Mary Jane past the punch bowl and towards a group of kids by the photo booth. The whole lot of them looked dazed at the sight of MJ on Peter's arm, except for the blonde jock, who looked smug, and the blonde chick, who looked livid.

"Mary Jane Watson, I'd like you to meet-" Peter ushered to each one in turn. "-Flash, Liz, Rand, Sally, Glory… and my best bud, Harry." Oh, good, names. MJ would get right to work memorizing those. "They're… popular."

"Ahh, the in-crowd." She brought a palm to her chest.

"*Exactly,*" muttered Blondie.

"So, Parker, you actually got yourself a date!" Suddenly, the jock's arms were around them from behind. *Okay*, surprise touching was not Mary Jane's favorite thing in the world. "I mean, sure, Mary here's not the *twenty year old* you *wanted* to bring, but at least she's non-fictional... so I guess you win the bet!" He reared back his head and howled with laughter.

MJ shot Peter a smile. "What'd ya bet?"

He smiled back, reddening. "Loser dresses as a cheerleader for Halloween."

Damn, now MJ was kind of wishing she'd let him lose that one. *There* would be a memorable sight. In fact, now that the idea had been put in her head, it was kinda hard not to picture it...

MJ laughed, turning her attention to the jock. "Well, big boy, I hope you've got the legs for the skirt." The look on his face was all the enjoyment she needed from this group. "Come on, Tiger, let's hit the dance floor. I wanna see what you've got." She led Peter off by the hand, leaving the jock to gape at them.

Ah, dancing, the highlight of any party. There was nothing to it, really. You just needed to let go of your worries, act natural, and then practice at home for hours so people wouldn't think you looked stupid.

It was at this point that MJ detected a pair of glasses glaring at her. Huh, that was different. Not the glaring itself, she meant. In fact, that blonde in-crowd chick had been one of many students giving MJ indignant glares. The thing was, though, they were gaping at MJ like she was a crazy

woman – or, more accurately, like she was an utter floozy. Why else would she be here with the photography-obsessed science geek? But this other, glasses-wearing blondie… Something about her glare was different. MJ couldn't put her finger on it. Maybe…?

Phht, what was she worrying about? She was on top of the world right now. In fact, her partner was surprisingly light on his feet. Or maybe that wasn't so surprising, now that MJ thought about it.

But in the midst of all the dancing, Peter's phone vibrated. He gestured to it, giving MJ an apologetic smile. Without interrupting the flow of her dance, MJ flashed the "OK" sign, and so Peter scurried off.

Well… to be honest, if he wasn't here anymore, there wasn't any point continuing. The dancing had been more for Peter's benefit, anyways. Mary Jane made her way to the punch table, where the in-crowd had gathered.

MJ picked the one who looked the least vapid and struck up a conversation. "Killer look, girl." It was meh at best.

"Thanks. Put it together myself." The girl held up her shawl. She was more than eager to talk about it, evidently. "The top's from a thrift store on Twenty-Second."

"You and I so need to hang." Yeah, that was gonna happen.

"So, uh… what do you think of Midtown High?"

MJ glanced around. "Doesn't look much different from my school. Your basic brain pit." That wasn't actual slang, by the way. Sometimes MJ made stuff up, and never once had she been called out on it.

"Well, we also have the top-ranked theater magnet in the city."

Double take. Congrats, girl, that was the first sentence out anyone mouth but Peter's that'd gotten MJ's attention all night. "Theater magnet? Hmm, I'm starting to feel the attraction."

MJ's current school had, like, a broom closet where three kids excluding herself would meet to practice unscripted performance art. Yeah, that did it, she was transferring here as soon as humanly possible. You know, for the theater magnet. The fact that Spider-Man went to school here and was fascinating to MJ in every conceivable way was sheer coincidence.

"Uh, that was the Bugle." Speaking of, Peter had just approached MJ from behind. "Y'know, there's this maniac terrorizing my boss, and, uh, he wants me to go shoot pictures, and I kinda have to or he could fire me."

Pictures? From what MJ had seen (not that she, um, did extensive research on Peter or anything), he'd only ever taken pictures of one subject...

Peter sighed. "Look, I'm so sorry-"

"Oh, it's okay." MJ put a hand on his arm. "But hustle back, Tiger." She chuckled and straightened his bow tie (which was only fair – She was the one who'd gotten it crooked in the first place). "You owe me one more dance."

Peter had won the lottery. "Really? You're not ticked? Th-That's so cool!" He didn't waste another moment before running off out the gym. "Like, I- I won't be gone long, Red, I promise!"

Aaaaand he was gone. MJ puts her hands on her hips, smiling to herself. Well, there went literally the only reason MJ had come here. Peter must have felt like an utter jerk, ditching her like that. Maybe… if she would just tell him that she understood… that she *completely* understood...

"Ooh..." A sudden shrillness made MJ wince. Behind her, the blondie in-crowd chick shook her head. Miss Shrill here was looking far more pleased with herself than MJ could allow. "Ditched by the king o' the geeks. That must sting."

Painfully. "Ahh, *pain*-fully!" MJ put her hands over her heart, then threw them to her sides. She'd be okay. If she could just stay in character till the end of the night, everything would be fine. "But if I can't dance with Pete, I guess I'll dance with..." Which one of these guys was Miss Shrill's boyfriend, again? "It's Randy, right?"

"*Very*." A smug Randy led MJ off by the arm.

MJ could feel the fumes wafting out Miss Shrill's ears from the other side of the dance floor.

MJ would give Midtown High this – Even with Peter absent, the Fall Formal didn't fail to entertain. MJ had made it a goal to dance with every boy she could get her hands on, and being elected queen of the ball had been quite a boon to her efforts (though the phrase "elected queen" still made her eyes roll).

MJ adjusted the paper crown on her head as she danced with… with… okay, she hadn't even bothered with this one's name. All these guys were blending together in her head until there were only two distinct categories: "Peter" and "not Peter."

Mary Jane shut her eyes, letting the face of whoever she was dancing with now vanish from her mind. What MJ needed to do was, soon as Peter got back, tell him she knew his secret. Sheesh, that'd be the mother of all icebreakers. Yeah, it'd be weird at first, but at this point, Peter was clearly under MJ's spell. Think about it. By the time Pete got his cute butt back here, the dance floor would be a ghost town. They'd have all the privacy they could want. Mary Jane would simply confess how much she admired him, and then maybe they'd make out for a little while – okay, a *long* while – and then… she would be Spider-Man's girlfriend. Whenever things got bleak, whenever the stress of his heroism was too much for him… Mary Jane would be there. The ray of sunshine in his cloudy life. For the first time, Mary Jane would be good for something.

And if Peter put his life on the line for total strangers every day, then surely he'd put it on the line for his true love, too? He'd always come running to save Mary Jane from supervillains… such as her dad. Mary Jane could see it clear as day in her mind's eye.

But then she opened her real eyes, and all she could see was some acne-covered dork grinning at her. MJ recoiled. God, she needed to get some standards.

"I gotta hit the punch bowl, big boy."

"Call me!"

MJ excused herself away as politely as she could manage. Hmm, boys were getting dull. They were all so predictable… You know what would really spice up this party? Dancing with another girl. Yeah. The moral busybody teachers might get bent out of shape, which was always good for a laugh, and, from a purely economic standpoint, such a transaction would increase the number of guys paying attention to MJ exponentially. Yes, she'd been crowned queen of the ball despite not being enrolled here, and *still* people weren't paying enough attention to her.

MJ skimmed the crowd for a suitable target. Hmm, that pink-haired girl? No, human beings made themselves brightly-colored for the same reason frogs did. What about Thrift Store Girl? Possible. Miss Shrill? Yeah, MJ would sooner dance with an actual poison frog. MJ needed to narrow her options. If a girl was ogling MJ, there were better odds she'd be interested…

There was one girl staring at Mary Jane, actually, but it wouldn't qualify as "ogling." It was the glasses-wearing blondie, once again giving MJ her strongest death stare. She seemed to be lurking around the punch bowl with her date, who was- *Whoa*, was her date that big, buff, college-age kid? *Good for you, glasses-wearing blondie.*

But, so long as Peter wasn't here, now seemed as good a time as any to solve the mystery of the angry glasses-girl. MJ glided her way over, which seemed to give Blondie quite the scare.

"H-Hi, there," she stammered.

"Hey." MJ gave her most disarming smile.

MJ didn't get this girl at all. She got why the vapid pretty girls were ticked at MJ – because she happened to be much prettier and much vapider than them – but this girl… Well, MJ knew she shouldn't judge by appearance, but this girl was clearly more of the introverted type. She wasn't ugly by any means. In fact, she had the potential to be gorgeous… if only she knew how to draw it out. The glasses were cute, but her hair was a mess, and her pink-and-blue dress looked distinctly cheap. She didn't have on much in the way of makeup, either. It wasn't that she was a tomboy or anything – She was *trying* to play the girly girl, but overall, she came across more like a frumpy librarian. Shot in the dark, MJ was betting Blondie was the only female in her household.

"So which clique do you pledge allegiance to?" asked MJ as she filled a plastic cup with purple liquid of indeterminate origin. "I'm trying to get assimilated."

"Oh, uh-" Blondie fiddled with her glasses. "-I'm one of the band geeks."

"Ah." MJ gestured to herself. "Theater geek." She nodded to the big blonde guy across from them. "That your boyfriend?"

Blondie gave a start. "What? No, no, Eddie's just a friend. Way too old…"

Ah, so she *didn't* have a boyfriend. The pieces were coming together.

"So, uh..." Blondie cleared her throat. Ooh, here it came. MJ knew Blondie wouldn't make it long without voicing her grievance. "You know, Peter and I have been best friends for years-" Wasn't that rich redhead dude his best friend? But, err, MJ thought it best not to voice this contradiction aloud. "-and he's never mentioned you before. How long have you two…?"

"Oh, we just met a couple hours ago, but our aunts have been plotting to hook us up since time immemorial, and tonight's the cornerstone of their scheme."

One look at Blondie's eyes was all MJ needed to see. "And was that scheme… a success?"

Beep, beep, beep. The jealous-o-meter was off the charts. Blondie was the shy friend with the crush who didn't want to ruin the friendship. Boom, mystery solved. Blondie had watched and sighed and cooed from afar for years now, but she'd never mustered the courage to ask her dream beau out. She had no self-confidence, and… she hadn't learned to fake it.

Mary Jane's face fell. Somehow, she found herself saying, "Too bad for them, I don't do the whole 'hookup' thing. I've evolved past such mortal customs." She forced a laugh. "Go ahead and send Pete your sympathies… cuz as soon as he gets back, he's getting friend-zoned."

You could see the tension flooding out Blondie's face. "Ha. Well, it's good to know the Parker luck's in top form."

"Trust me, I've long since grown numb to breaking hearts." With punch in hand, MJ turned away. "Relationships aren't for me."

Somehow, after that, Mary Jane had found herself dancing with, um… Hobie Brown, if she remembered right. Nothing against the strong, silent type, but the moment she spotted the cute brunette moping on the bleachers, she excused herself so she could make a beeline towards him.

Deep breaths. It was friend-zone time, the best part of Peter's night. In-character, of course. If MJ just remained in-character, friend-zoning him would be easy and painless for the both of them.

"Nice, Pete," the brunette was muttering to himself. "You blew it. *Again*."

"*I* wouldn't say *that*." What was MJ saying? That wasn't in character! He *had* blown it! Mary Jane Watson would've gotten bored after he ditched her and then turned her attention to all the other guys in the school. She'd have forgotten Peter Parker long ago.

God, now Peter was looking at her with those big, brown eyes. Mary Jane found herself extending a hand. "I saved the last dance for you, Tiger."

Slowly, Peter accepted it, and the two of them made their way to the center of the empty basketball court. Mary Jane rested her head on his shoulder, and then the last two inhabitants of the Fall Formal waltzed. No making out happened that night – not for these two, anyways. But no friend-zoning happened, either.

Mary Jane knew that, even after everything that'd happened tonight, she was a stranger to Spider-Man. She might have peeked under his mask, but he hadn't peeked under hers. And Mary Jane also knew that Peter deserved someone who didn't wear a mask at all. Someone who'd known him for years, not someone who'd showed up on his doorstep unannounced.

And she knew that she really should've friend-zoned him already, but… it could wait another day. Mary Jane had read the news on her phone. She knew that a whole bunch of people could've exploded tonight, but Spider-Man had been there, and they hadn't exploded, and really, that was more important than every dream, every hope, every fear that'd ever enter Mary Jane Watson's little head. The least MJ could do was offer him one last dance.

But if she was being truthful with herself, that wasn't the only reason she'd hesitated. Right now, while they were dancing like this, Peter must've been utterly convinced that he'd just gotten himself a new girlfriend, and, even if it was only for a moment… Mary Jane wanted him to believe that. She wanted him to look at her with that belief in his eyes. Just for tonight.

Because the truth was, no matter how much more qualified Blondie was to stroll into the office and apply for the position of Spider-Man's ray of sunshine… Mary Jane couldn't help but keep a foot in the door herself. Yes, she realized that made her a bad person.

Developmental Milestone

Reilly was never taking clean apartments for granted ever again. In fact, first thing come sunrise, she was getting her lazy, adorable butt off the couch and vacuuming the living room.

…And *no,* she was *not* just saying that because she was a girl now. Heck, this apartment already had two female residents, and if anything, that seemed to have made it messier. It was just… honestly, even the sight of crumbs on the carpet was enough to make Reilly's pulse pound.

But not as much as the creak of a bedroom door. "*Nngh?*" Mary Jane glided towards the couch, rubbing her eyes, her bathrobe fluttering. "Thought I heard someone up." Oh lord, she was headed this way.

What was happening? *What was happening?* The mere sight of MJ gave Reilly butterflies. And not in her tummy.

"G'morning, Tiger."

The butterflies flew off. There was an audible intake of breath.

"*I mean 'Scarlet!'*" Mary Jane bolted toward her, her mouth going a million words a minute. "*I am so sorry. F-For a second, I thought yesterday was a dream or something-*" She halted herself. Inhaled.

"It's okay," Reilly said softly. "It's okay, I get it. I'm not upset or anything."

She burst out crying.

"*Hey, hey, shh, it's okay, Reilly. I'm sorry...*" Next thing either of them knew, Mary Jane was on the couch beside Reilly, wrapping her arms around her.

By the time the sun peeked through the living room's curtain-less windows, the hushed conversation *still* hadn't died down.

"…and he had this weird idea that it'd be, I don't know, better if I came to him on my own instead of him forcing me to… to…" Reilly was forced to pause the story for the umpteenth time so she could collect herself. "So things coulda gone a lot worse, but…"

"Jesus." Mary Jane was left shaking her head. "Guess that puts my thing with Mark in perspective."

At this, Reilly sat up on the couch, gripping MJ's hand (though the butterflies threatened to flutter back). "It's not a competition."

"Guess you're right." MJ drew back, allowing Reilly's head to nestle in her shoulder. "I mean, he's no Jackal, but he *is* the only person I ever dated who lit my stuff on fire." She paused. "Okay, actually, there was this one chick…"

Reilly tensed. "You're bi?"

So did MJ. "Um, y-yeah. Is that a problem? I don't wanna make you uncomfortable what with- with the hug-fest and all…" Despite her words, she failed to move her arms.

“No, no, it’s cool,” Reilly said hurriedly. “I mean, I’m into girls, too, and here *I* am hugging *you*.”

The couch fell silent.

“I like hugs,” said MJ.

“Me, too,” said Reilly.

“We should… continue… doing that.”

“Right.”

Luckily, there was enough residual awkwardness for MJ not to hug Reilly *too* tight – Reilly’s boobs were killing her for some reason. Probably from having to rip off that web-binding last night. It’d left them all swollen.

“You guys have Cocoa Puffs?” Reilly filled her soup bowl to the brim, then skipped into the living room. “I missed these things so much! I’m gonna have, like, twelve bowls in one sitting. Not joking.”

She plopped down on an armchair (which she recognized as a spare from May’s old house) and wasted no time shoveling wonderful, wonderful sugar into her mouth.

Slowly, in the midst of her munching, Reilly’s gaze rose to discover Peter gazing back at her from the couch. He was huddled next to Gwen, who was making a concerted effort *not* to gaze at Reilly.

“What?” Reilly snapped.

“Nothing, nothing!” Peter’s head darted away.

“We should, uh, probably head out to school now.” Gwen rose from her seat.

“We’ve already skipped way too much this semester,” added Peter. “Can’t exactly give ’em a doctor’s note saying I was cloned…”

Finally, Gwen risked a glance Reilly’s way. “Will you be okay here alone?”

“Whuh?” Reilly froze mid-chew. Oh god, she was looking at Gwen with an open mouth filled with half-chewed food. Gwen must’ve thought she was hideous. She hated Reilly, didn’t she? *Didn’t she? She thought Reilly was just some degenerate overweight clone slut not even worth the dirt on her-* “Yeah, I’m fine. I’m actually headed back to the F.E.A.S.T. shelter to see if She-Hulk can still lawyer me up.”

“Actually, before we head out, I got a present for you.” Just then, MJ rose from her seat on the opposite armchair and retrieved something from her purse. “Ta da!” She retrieved a brand new cell phone. It was even colored scarlet.

“Oh, that’s perfect!” Reilly happily snatched up the gift. “But, I mean, I don’t have any money-”

MJ held up a hand. “Don’t even think about it. I’ve got more cash than I know what to do with, anyways. The phone’s in my name.”

“That...” Reilly stared at the gift in her hands. “*...is the nicest thing anyone’s ever done for me oh my god I love you so much Mary Jane-*”

“Hey, don’t cry, don’t cry! It’s alright, girlfriend!”

Oh, great, now because Reilly *happened* to be hugging MJ and sobbing, Peter and Gwen were giving her funny looks again. They were judging her, weren’t they? *WEREN’T THEY?*

She-Hulk’s office was pretty cool, as far as law offices went. The door and ceiling had been specially modified to accommodate her, so that was nifty. Made Reilly feel tiny. But, of course, the most interesting sight was She-Hulk herself. Reilly was used to the abnormal-looking superhumans wearing, like, stretchy shorts or something, so it was weird to see one in a specially-tailored but otherwise perfectly average two-piece suit.

Reilly did her best not to stare, though. Of course, when she wasn’t paying attention to her lawyer’s appearance, she was fretting over her own. After this morning’s shower, MJ had helped Reilly with her hair, makeup, and nails – which, of course, were painted scarlet. Running with the color motif had been MJ’s idea, but Reilly absolutely loved it. If other people could look at her as a cute girl instead of an unholy abomination against nature, that’d be a step in the right direction.

On the other hand… there was still a lot about being female that Reilly didn’t intrinsically understand. She was supposed to cross her legs when she sat, right? And put her hands on her knee? Or was that trying too hard? *What if She-Hulk thought Reilly was some kinda freak? Oh, great, now the giant green lady thought REILLY was the weirdo. How pathetic could she get?*

“Well, I’m pleased to officially welcome Reilly Parker to the world.” She-Hulk slid a stack of paper towards Reilly across the desk.

“Thanks, S-” Wait, was it okay to call her “She-Hulk?” Was that her official superhero codename, or would she get offended? Maybe Reilly should stick to calling her “Jennifer.” Or was that too personal? “Miss Walters?” But what if She-Hulk got mad at Reilly for not respecting her enough to use her official superhero codename? *What if she already hated Reilly?* “Th-Thanks… ma’am.”

Wow, look at all this stuff. There was one of those little blue Social Security cards, a birth certificate for one Reilly Fitzpatrick Park-

Reilly did a double take. “Wait, ‘Parker?’ How did you know-?”

She-Hulk flashed her a wink. “Let’s just say you’ve got friends in high places. I hear S.H.I.E.L.D.’s got a soft spot for anyone who stops the city from being overrun with supervillains.”

Reilly blinked. “S.H.I.E.L.D. knows I’m the Scarlet Spider?” Well, if they didn’t before, they sure as heck did *now*. *Nice going, bimbo.*

“If I knew anything about what S.H.I.E.L.D. does and doesn’t know, which I don’t-” As she spoke, She-Hulk retrieved a chocolate bar from her drawer. “-I might tell you they’ve been keeping a close eye on Oscorp, and that if any proof of the company’s wrongdoing was to emerge that wasn’t obtained through illegal surveillance, S.H.I.E.L.D. would be extremely quick to shut down any unethical operations Oscorp may or may not be involved with.” She unwrapped the bar and took a bite. “But I don’t know any of that, so I won’t.”

“*Ohhhh, gotcha*.” Reilly gave her stealthiest wink. “But, uh, what am I supposed to tell people when they ask why Peter suddenly has a twin sister?”

“Well,” said She-Hulk, “you might tell them the story of Richard and Ben Parker’s sister, April Parker.”

“You mean my other aunt?” Reilly frowned. “The one who ran away from home as a teen? I’d always thought she joined a crack house and died in poverty or something.”

“Not a bad guess,” said She-Hulk, “but as it turns out, before she died, she wandered off with your John Doe father and gave birth to you out in the middle of nowhere. Then both your parents abandoned you seventeen years later and got themselves killed, and so you came to the F.E.A.S.T. shelter, just like you told Mr. Li… right?”

“*Ohhhh, riiiight.*” This warranted another stealth-wink.

“And that’s really all there is too it.” She-Hulk smiled at her. “Hope that straightens out your little identity crisis.”

Reilly stared at the papers in her hands. “This… *is the nicest thing anyone’s ever done for me on my oh my god thank you so much-*” There, err, might have been more hugging and crying involved.

“Hey, it’s no problem.” She-Hulk was disarmed, but not so much so that she didn’t hug back. “Us gals with weird cousins gotta stick together.”

Reilly nodded, wiping her eyes. “Are you gonna finish that candy bar?”

Reilly groaned, reclined on the couch, and shoveled more Cocoa Puffs into her mouth. Ugh, was their stupid high school never gonna end?

Staring at the clock had gotten boring, so instead, Reilly whipped out her brand new phone and texted, *Hi, MJ :)*

Reilly stared at the screen. What was taking her so long to reply? She hated Reilly, didn’t she? DIDN’T SHE?

The phone buzzed, and a message appeared: *In class, girlfriend. Prof is ANAL about txtng. Talk later.*

Right, right, they could talk later.

Five minutes later, Reilly texted: *MJ, am I pretty? :’(*

Okay, it’d been thirty seconds and there was no response. That proved it, MJ hated her.

Defeated, Reilly set aside her phone on the TV table. In its place, she retrieved the remote. She was overreacting. Everything was fine. She just needed to watch some brainless television to get her mind off things.

As it turned out, the others had left the TV on, like, that one news station that aligned with all their political views. A half-hour of watching told Reilly that a pig had learned to skateboard, the upcoming election was the single most important event in American history, Debra Whitman was filing charges against-

Wait. That last one snapped Reilly from her funk. From what Reilly was able to gather from the tail end of the story, after Miles Warren had been found mysteriously murdered, Debra had dropped out of ESU and was in the process of filing a harassment lawsuit against the college.

Reilly was torn. On one hand, the thought of dragging Warren’s posthumous reputation through the mud made her giddy. On the other hand… was this just a cynical cash grab? Or could it be

Debra had merely been putting on a front whilst in Warren's presence, and she wasn't as cold and aloof as she'd always appeared? And even if it *was* a cynical crash grab, maybe it'd at least give other women Warren might have hurt a precedent so they'd come forward, too? So it was ultimately a good thing, right?

Reilly shook her head. The world was a convoluted place sometimes… said the gender-flipped clone of Spider-Man.

But really, if Dr. Warren could get outed to the public as the monster he was, that'd be better than the jerk deserved. Stupid creep ruining Reilly's life, destroying her self-confidence, creating Reilly's life in the first place just so he could ruin it, giving her these gross organic web-shooters that made Reilly wanna perpetually shovel food in her mouth-

"*Oh god*." Reilly dropped her spoon into her empty cereal bowl. How much had she been *eating?* Her eyes fell on exactly one dozen additional empty cereal bowls piled at her feet. "*No!*"

Reilly sprang to her feet, tossed down the bowl, and sprinted for MJ's bathroom mirror to inspect herself. It was too late – She was already ballooning before her very eyes. Reilly was a fatty! Now she was gonna be a big old fat Scarlet Spider swinging into criminals like a wrecking ball.

Reilly clutched her tummy. Oh god, she was about to go cuckoo for Cocoa Puffs all over the sink. Why had she *eaten* all of those? What was *wrong* with her? And Reilly must've risen from the couch way too fast because now her stomach was cramping like there was no tomorrow.

The faint buzz of her phone nearly made Reilly shriek. She sprinted back to the living room, fighting down cramps, to retrieve it. Onscreen were the words "*U R an exquisite creature*" followed by the "less than three" sign.

Reilly stared at the screen. Maybe… Maybe the world *wasn't* coming to an end? Why had Reilly been complaining about cramps a second ago? She felt fine. Everything was fine.

Reilly had a life of her own now. She wasn't some slave or useless mistake. She-Hulk had pulled some strings so that Reilly had a homeschool diploma, and Reilly had even been able to get herself a sweet scholarship to ESU so she could attend alongside Peter and Gwen. All she'd had to do was take a special exam She-Hulk had provided her with to prove she was a super genius and stuff.

And she'd visited MJ's Woman's Health Clinic to prove she didn't have any weird clone viruses or anything (that was a stupid concept, anyways), and heck, now Reilly could even get a job, start earning money, and become a part of the household rather than a hanger-on. Hmm, she wondered if it would raise too many eyebrows if Peter's cousin was the only person who could get high-quality photos of the Scarlet Spider?

Whatever. The point was, everything was fine. At the end of the day, Reilly was completely and totally at peace with her new identity as a woman.

"Reilly? We're back." The trio of Peter, Gwen, and Mary Jane entered through the front door, dropped down their backpacks, and searched the house for any wayward gender-flipped clones.

"You guys see her anywhere?" Gwen stuck her head out her and Peter's bedroom door.

"She's not in my room," said MJ. "Unless she's in the bathr-"

"AAAAAAAAAGH-!"

A sudden shriek sent the trio scrambling for MJ's bathroom. MJ checked the knob to discover it was locked.

"Reilly, sweetie?" MJ gave the door a frantic knock. "What's wrong?" The response she received was incoherent at best and ear-shattering at worst.

Peter's eyes had gone wide. "Is she hurt?"

"She's been lounging around the apartment all day," said Gwen. "How could she possibly have hurt hers-?"

"OH MY GOD HOLY %$*# I'VE NEVER SEEN THIS MUCH BLOOD IN MY LIIIIIIIFE-!" Another scream from the bathroom made the trio jolt.

Now Peter was a second away from busting the door down. "*What happened?*"

Behind him, Gwen and MJ traded glances.

"Uh, Peter, honey..." Gwen put a hand on his shoulder. "Why don't you run to our bedroom and go to your happy place while Mary Jane and I… *go grab some pads this could take a minute you don't wanna stick around trust me*."

She didn't have to tell Peter twice.

"NOT EVEN WHEN CARNAGE CUT FLASH'S LEGS OFF! I THINK I CAN SEE HEAVEN!"

Just another normal day in Peter's new, tranquil apartment life. What? Why wouldn't it be normal? Just because yesterday, their biology teacher had died, and then MJ had kissed both Peter and Gwen on the mouth out of nowhere, then Peter had learned he had a little clone sister with all his memories, and then that night, Gwen had revealed to him she was bi-curious, and now that aforementioned clone sister was living here with them, and also despite basically being an exact copy of Peter, his clone sister seemed more than eager to wear skirts and makeup, never mind the fact that even the thought of dressing as a cheerleader for Halloween had made Peter balk?

Sheesh, estrogen was a heck of a drug.

Peter leaned back on the couch, letting Gwen curl up in the crook of his arm. All four apartment dwellers had gathered in the living room, with MJ and Reilly sprawled across the carpet between the TV and the TV table, facing the couch. The three students were still in their school clothes, while Reilly was wearing some movie star-quality combination of skirt, leggings, and blouse. She was happy to let MJ use her as a mannequin, apparently.

...What if this was some weird subconscious fetish Peter didn't even know he-? *Nope, NOPE, you've had enough troubling thoughts for one day*. Really, Peter's mind had been plagued with troubling thoughts all throughout school.

Chief among them was the memory of the- the *mouth-kissing* MJ had done to Peter and Gwen yesterday – right before Reilly swooped into their lives to provide the mother of all distractions. Peter supposed he and Gwen should've seized the chance to talk about all that while they were alone in the hall today, but somehow it hadn't ended up happening.

The most conversation about the ordeal had come while they were in bed last night, when Gwen had confessed to her bi-curiosity and canceled date with MJ. The conversation had mostly entailed lots of blushing and stammered assurances that Peter accepted Gwen no matter what, followed by

hours of dead silence while each pretended the other was asleep.

At least this'd been the last day before spring break. That worked out perfectly – They were gonna need all the free time they could get to straighten out this clone nonsense.

Still, Peter couldn't help but stare at Reilly out of the corner of his eye. She seemed to have simmered down by now, though she was left looking distinctly shellshocked.

Reilly cradled her head in her knees. "I *hate* being a woman."

"It's not so bad once you get used to it, girlfriend." MJ gave her back a reassuring pat. "And, I mean, hey, you told me you want to be as different as possible from Peter, right?" She gave an anxious chuckle.

"*It's so unfair!*" Suddenly, Reilly was scowling up at her brother. "*I* get all *this* crap, and *he* gets to, like, grow facial hair?"

"Not that you can tell the difference," said MJ. "OH SNAP!" She and Gwen high-fived.

Without meaning to, Peter brought a hand to his chin.

"We're kidding, dear." Gwen kissed his barren cheek. "You look very handsome the way you are."

"*Oh god…*" For the umpteenth time, Reilly plopped over on the carpet, clutching her chest.

"You okay?" MJ brought a hand to her stomach. Reilly's reply would've passed for a Wookiee's. "Here, I've got some tablets you can take..."

One drink of pill-laden water later, Reilly nodded, inhaled, and said, "Okay. You guys are back from school, none of you work today, and my legal ID situation's straightened out. It's time for that big, important talk I've been promising."

Everyone nodded, and so Reilly began:

"Let's start from the top. All along, Emily Osborn was in cahoots with her husband." Her face hardened. "That lady's every bit as crazy as he is. I guess they had her play innocent so she could continue Norman's 'work' on the off chance he blew himself up. Emily's the one who made Harry relapse on the Green and provided him with the glider and goblin suit in the first place."

"So when I brought Harry back to his mom..." Peter bowed his head.

"You couldn't have known any better." Reilly sighed, then continued, "Smythe, Warren, Harry… Emily's the one they answer to – or, uh, *answered* to in Warren's case. But you assumed Smythe was the mastermind, so after he got arrested, you left Oscorp alone. But then Smythe managed to escape the Vault – probably not hard, seeing as it *was* run by Oscorp at the time." She shook her head.

"Then, when you grew the extra arms and came to Warren for help, he jumped on the chance to grab your DNA and a cell-for-cell scan of your brain, and then, of course, he went straight to Emily, so now Emily, Harry, Smythe, Smythe's dad, heck, the Osborn family butler and who knows which other Oscorp stooges, all know you're Spider-Man."

Reilly's eyes went from Peter to Gwen to MJ. "And the thing is, they've known for half a year at this point. If Oscorp wanted to kill you guys in your sleep, they'd have done it by now." A collective shudder ran through the group. "Like Smythe said, Oscorp doesn't even see Spider-

Man and Scarlet Spider as threats anymore. There's no telling how many Spider-Slayers they've got in reserve, and on top of that, they're trying to grow an army of brainless Spider-Man clones – all the super-mercenaries they could ever want. With that much firepower, they could take the title of Big Man or Kingpin or whatever they're calling it now just like *that*." She snapped her fingers.

"For all we know, Emily could already *be* the Kingpin," said Peter. "The male name could be, like, a decoy to throw off suspicion or something."

"Oscorp could take over all five boroughs *easy*," said Reilly. "And why stop there? They could keep pushing and pushing until Oscorp controls the east coast… the west coast… the planet..."

"Until we're all speaking Oscorpian?" offered MJ.

"But I, uh, don't think Doctor Doom would appreciate the competition," added Peter.

"But- But come on, the military and the other superheroes would stop Oscorp before it got that far, right?" spoke up Gwen from his arms. "I mean, the Avengers stopped that Thanos alien god guy last August, and he exterminated half the life in the universe, apparently."

Yeah, there was a terrifying ordeal… that'd only affected the planet Earth in a vague, abstract way. Guess they'd survived the coin toss.

Reilly's eyes shut. "Even so, a whole lot of people could get hurt, and… our friends are already caught in the crossfire. See, clones aren't the only ones Oscorp is brainwashing – Harry wasn't totally on board with Oscorp's schemes when he found out, so they mind-zapped him, too."

Gwen gave Reilly a look. "Do… Do you think that's why he tried to kill me?"

Reilly nodded. "He's not a bad person. Not bad enough to deserve what Oscorp's done to him, anyways. We have to save him."

"That's all well and good," said Mary Jane, "but if we screw with Oscorp like that, won't that, err, give them the motivation to murder us all in our sleep?"

The four of them found their eyes creeping around the apartment, as if Smythe's robots could be hiding with a death laser behind any furniture or stray laundry. Oh, *that* was gonna make life in the apartment *real* pleasant.

"Guys, listen, I'm not..." MJ glanced away, sighing. "I'm not as big into the hero business as you three. Why don't you just, y'know, fight *other* crime? Don't poke the bear, right?"

In synch, Peter and Reilly recited: "*Because we don't look the other way*."

"Um..." MJ's head snapped back and forth between the twins. "Okay, then." She took a breath. "Listen, there is *nothing* I want more than for us to be one big, happy, err, Spider-Family. But I can't stay here if my *life's* in danger."

At this, Peter and Reilly both sighed.

"MJ, we'd never-" Reilly began.

"MJ, we'd never put your life in danger," said Peter. "Yours *or* Gwen's. There's gotta be a way to stop Oscorp while keeping you two safe."

"Well, you know the guy who's brainwashing Harry, Dr. Hamilton, or his real name, Judas Traveller?" Reilly folded her arms. "I know where he lives. It's just some flat in Washington

Heights, but I know this city by heart. I can find it again. And he's not just brainwashing Harry – He's supposed to brainwash Oscorp's entire clone army." Her eyes fell on each member of the Spider-Family in turn. "With Warren dead, their clone plans should already be put on ice for now, but if we can get Traveller arrested by S.H.I.E.L.D., that could throw a wrench in them for good."

"They'd find another telepath." Peter scowled at the thought. "For all we know, Emma Frost wouldn't be above working for them if it made her rich, or Oscorp could capture Madame Web like Kingsley did..."

"Yeah, but Traveller's already wanted by S.H.I.E.L.D.," said Reilly. "And S.H.I.E.L.D.'s kinda famous for their interrogation skills. If they got Traveller, they could learn about the rest of Oscorp's plans, and that'd give S.H.I.E.L.D. the legal right to crack down on them."

"But, err, Oscorp knows Reilly knows where Traveller lives, right?" MJ frowned. "If S.H.I.E.L.D. showed up on Traveller's doorstep for no reason, wouldn't Oscorp still trace it back to us pretty quick? We'd be dead before S.H.I.E.L.D. even asked Traveller the first question."

"Yeah, I guess you're right..." Reilly faltered. "In that case, I got nothing."

For a moment, silence filled the room.

"Why don't we just tell the X-Men everything we know?" said Gwen. "Then Oscorp will go after them and not us, right?"

There was a murmur of agreement.

"Oh, yeah, that's right-"

"That could work-"

"Totally forgot the X-Men were a thing."

"Heck, I can call them right now." Peter whipped out his… Osberry... that Norman had personally gifted him with. "Uh, actually, why don't *you* call them, Gwen, while I..." The phone crumpled like paper. "...go to the phone store to buy a new phone."

The silence was pronounced.

"...I had personal pictures on there." Peter bowed his head. "Do you think the phone store could salvage them?" He limply held up the ball of metal that'd once been his cell.

"Did you, uh… back them up to the cloud?" asked MJ.

"*You'd better NOT have.*" Gwen's voice was a harsh whisper in Peter's ear. "*That's just begging them to get leaked online-*"

"*Gwen, shh!*"

Upon emerging into the X-Mansion's silver tunnel system, the Spider-Family was pounced upon by a big, old, sandy-furred mutt.

"Down, Meatsmell!" A raven-haired girl with a face stuffed with piercings ushered the overgrown pupper off of them. Once the dog was pacified, Sophia inspected the four newcomers. Her eyes lingered a particularly long time on a certain totally-natural blonde. "So, you're Pete's new sister… cousin… thing."

“Yep, that’s me.” Reilly gave a strained smile. “Peter’s sister cousin thing.”

“Good to meet you, Reilly.” Sophia turned to guide the group down the tunnels. “Don’t worry, gender-flipped clones aren’t even close to the weirdest things I’ve seen at this school...” She turned to MJ. “Good to meet you, too, Mary Jane. I know we were classmates for a bit, but I guess we never hung out.”

“It’s cool,” MJ shrugged.

Well, Reilly didn’t seem eager to strike up a conversation with Sophia, which maybe had something to do with the fact that it’d be awkward beyond all reason, and so the lot of them carried on deeper into the X-Men’s lair.

They came to a stop in a central chamber, where Jean and Xavier were waiting.

“Thanks for letting us meet down here while that one, err, technopath mutant of yours checks our house for Oscorp bugs.” Peter nodded to them.

Xavier gave a warm smile. “Forge is happy to help.” Ah, yeah, Forge was the same guy who’d fixed the Statue of Liberty, if Peter remembered right. He could never keep all these mutants straight.

“You did the right thing by coming to us,” said Jean. “Traveller’s a mutant we’ve been chasing for a long time, so Oscorp will have no reason to think you guys are involved. And if they have the audacity to attack our school, well, we’ve got cutting-edge security, the world’s strongest telepath, *and* the backing of S.H.I.E.L.D. We’ll be fine. In fact, I kind of hope Oscorp tries it so S.H.I.E.L.D. can bring the hammer down on them.”

“And if Oscorp’s threatening you guys, I wanna do whatever I can to help, too.” Sophia gave a timid smile, then turned to another entryway as an X-shaped door opened up. “And… so does she.”

“Don’t freak out.” Into the room strutted a woman with flowing silver hair, silver lipstick, and a pale white corset – only this time, a colorless X-Men logo had been added to the belt. “Trust me, I couldn’t mind-control you guys if wanted to.” Emma nodded to Xavier and Jean, who seemed to be keeping a close watch on her.

Sophia gave the Spider-Family an apologetic look. “Emma finally got out of Coral Moon, and if we wanna overpower Judas Traveller, well, we’re gonna need all the telepaths we can get.”

“Are you two still, err…?” Gwen seemed to be searching her vocabulary for the proper vernacular. “...friends?”

Sophia glanced away, stroking her dog’s ears. “We’re more on the level of acquaintances at the moment.”

“We’ve got Frost under control, trust us.” From her face, Jean wasn’t Emma’s biggest fan, either. “We’d like to catch Traveller as soon as possible, obviously, but we want to make absolutely certain that you guys have nothing to do with it.”

“Basically, we’re gonna have some of my bird buddies scout out Traveller’s house,” said Sophia. “Most telepaths can’t read animal minds – I’ve kinda got my wires crossed there – so he shouldn’t suspect anything. Once Traveller’s home and his guard’s down, Emma and Jean will stroll past his place, and then they’ll launch an all-out attack on his brain. Professor X will join in with Cerebro back home. Traveller’s tough, but the three of them should be able to overpower his mind. Once

they've got him under their control, they're gonna force-march him outside and make him put on an inhibitor collar, and then we'll hand him over to S.H.I.E.L.D."

"Not the biggest fan of Trask's gadgets..." Emma dug at her neck, which still had red marks around it. "...but whatever it takes, right?"

"Don't you think it'll still look suspicious, though?" Reilly frowned at Xavier. "Like, won't Oscorp realize I'm the one who told you Traveller's whereabouts?"

"They could," said Xavier, "which is why we're going to make clear to S.H.I.E.L.D. that I discovered Traveller's whereabouts on my own with Cerebro – although, in reality, he's eluded me. And, most importantly, we're going to wait about a week to initiate this little scheme. That way, it won't look like you came running to us the moment you escaped Oscorp's control." He nodded to Reilly. "For the next week, the four of you should avoid doing anything that could raise Oscorp's suspicions. Your school is out on spring break, is it not? Might I suggest you leave the city on vacation?"

"A vacation, huh?" Peter scratched his stupid, clean-shaven chin.

All four members of the Spider-Family, out there together on a road trip? Spidey and Scarlet wouldn't even be able to go after the Kingpin's operations for that week since there was always the risk that Emily Osborn *was* Kingpin, so the most the Spider-Twins would be missing out on was small-time crime, and it wasn't like there wasn't crime to fight outside Manhattan, anyways. Which meant that for a whole week, the Spider-Family would have no major responsibilities. No problems. Just the four of them hanging out and… talking about their feelings.

Maybe they could hire someone to follow the Spider-Family around with a video camera. The resulting soap opera wouldn't need to air reruns for decades.

The elevator beneath the abandoned car body shop opened up, and Emily Osborn marched out, her heels clacking against the sterile lab floor. "I'm here, Spencer. What is it you wanted to show me?"

The gray-haired Smythe Senior led Emily down the lab's winding halls.

"I was going through Warren's files," Spencer said, glancing down at a clipboard in his hands, "and one particular project stood out to me. Project..." A hidden door unfolded from the wall. "...Carrion."

Within the newly-revealed chamber, lit by a dim overhead light, were gestation pods. Countless numbers of them. And each held a familiar face, right down to the mustache. The clones bobbed behind the glass, lifeless.

"It would seem Dr. Warren took steps to ensure his own immortality." Spencer folded his arms behind his back. "Of course, once I discovered this, I felt it best to consult you before acting." His head cocked towards Emily. "What would you have me do, ma'am?"

Emily stared at the nearest pod. She touched a palm to its glass. "Pull their plugs and burn the bodies."

Smythe gave a start. "All due respect, ma'am, you *have* expressed your desire to resume Project Spider-Men as soon as possible, and using a clone of Warren would eliminate the time required to retrain another biogeneticist-"

One look from Emily shut him up. "Miles Warren failed us." She turned to strut out the chamber.

“And we can’t have *weak men* in our operation.”

Not another word of protest was spoken.

Emily wasted no time returning to the elevator, of course, but her progress was halted. Standing before the elevator was a timid, trembling red-haired boy who’d been stuffed into a suit.

“M-Mom?” He shrank at her approach. “I thought I heard you come down here. Um… What happened to Reilly?”

“The initial clone escaped our control,” Emily said tightly. “I take full credit for that mishap.” Her eyes narrowed. “I was too soft on it.”

“So that other clone of Pete’s replacing her?” asked Harry. “I don’t suppose… I could hang out with *him* now? I mean, yeah, he’s not as pleasant to the eyes, but-”

“The clones are *not* your *playmates*, Harry.” Her tone made him wince. “That *thing* living down here is *not* Warren’s precious pet. As soon as the out-of-state clone barracks are operational, it will be shipped off for training alongside its progeny. It will serve as the template for the entire rest of the army. It’s not your best friend, no matter how much DNA it shares with him.”

Harry was fighting to remain stoic, an expression of his Emily was more than familiar with. “W-Why *does* it share DNA with him, anyways? I mean, you could’ve cloned *anyone* with superhuman strength, right? Why Pete?”

“Harry, tell me what happened during last year’s St. Patrick’s Day.”

Harry looked confused, and yet he answered, “I… put on Dad’s Green Goblin costume. I tried to kill Gwen and- and Peter, too.”

“And then what happened, Harry?”

A momentary pause. “I failed.”

“Yes. You did. You have a proclivity for that.”

Harry did not reply.

"Your father saw promise in Peter Parker from the very beginning. Parker has a young mind, brimming with potential and easily molded. Who would make a better candidate?" Emily typically fought to remain stoic herself, but she allowed a sneer to mar her face. "*You?*"

Any hope her son’s own face held of staying stoic was shattered. Emily didn’t look back as she boarded the elevator, listening to its doors whir shut behind her.

Emily remained on the elevator. Alone. Stationary. She shouldn’t have been so hard on him. He was just a boy.

Slowly, Emily’s eyes traveled to the fist at her side. It was red from where her nails had dug into her palm.

Sometimes, Reilly forgot that her mind had basically been transported six months into the future. It was like the Star Trek teleporter ethics dilemma mixed with being, like, an astronaut in cryosleep. Case in point, the stone slab jutting out of the grass before her had already eroded somewhat, though the words etched into it were perfectly legible in the moonlight:

Captain George Arthur Stacy

January 1, 1968 – September 16, 2015

Thy will be done, not mine.

A gust of wind prompted Reilly to pull her jacket tighter over herself. MJ had lent her a scarlet one (hardy har har), while Gwen was in that mint green jacket she'd worn last St. Patrick's Day. Or, err, the St. Patrick's Day *before* last. Sheesh…

"I remember him so- so vividly." Reilly stared at her boots, which, much like Gwen's, were stark black and traveled almost up to her knees. "And I never even met him."

"He'd have liked you," Gwen said softly.

This was a pleasant place, as far as cemeteries went. It was nicer than the Parker family's but not quite as nice as the Osborn family's. Trees blocked the view of the buildings, creating the illusion that Reilly and Gwen were surrounded by nature. Definitely not your stereotypical Halloween graveyard, though the spot off to the side where Kraven had once buried Peter made Reilly kinda jumpy.

"Y'know, it's weird, but I kinda owe your dad my existence." Reilly shook her head. "If he was still here, Peter never would've grown six arms and let Warren scan his brain in the first place."

"Well, life works like that," said Gwen, hands in her coat pockets. "Sometimes good things lead to bad things…" She met Reilly's eyes. "...and sometimes bad things lead to good things."

Gwen was so beautiful, Reilly almost couldn't breathe. The way the wind played with her hair…

The thought must've been etched onto Reilly's face because suddenly Gwen said, "I know you love me, Reilly. Just as much as Peter does."

Reilly drew back. "Do we *have* to talk about that?"

"I think we should." Gwen turned back to the gravestone, fiddling with her glasses. "Trust me, burying your feelings is only going to make them hurt worse in the long run."

Reilly sighed. This wasn't a conversation she'd been looking forward to having, but… she'd put a great deal of thought into how it ought to begin. "I remember the night you first kissed Peter. The dumb jokes you two made during Thanksgiving dinner. Watching you walk to your dad's car… and then run back up the steps. But when I remember it, I don't just see it out of Peter's eyes – I *feel* it. I feel like you kissed *me*." Her lids clamped down. "I remember the pleasant surprise, the thrill, that moment when it finally clicked why Venom had kidnapped *you*."

Reilly's eyes reopened to discover a blurrier world. "So, yeah, of course I love you. H-How could I not?"

"Reilly..." The feel of Gwen's palm on her cheek made her jolt. "I love you, too. Your face, how you hold yourself, the way you enunciate your words… I can see the Peter in you, and it makes me love you without even meaning to. It makes me..." She took a breath. "…confused… because it's hard for me to explain to my brain that there are *two* Peters now, and I'm only dating *one*."

Slowly, Gwen lowered her hand. "But at the same time… I'm not attracted to you. I mean, don't get me wrong, you look beautiful." She chuckled to herself. "Pretty solid evidence that Peter would've made a better cheerleader than Flash… but I'm not attracted to girls. Mostly…"

Reilly raised an eyebrow, but Gwen didn't care to elaborate.

"Look, Reilly, I guess what I'm getting at is..." Gwen shook her head, smiling to herself. "...it's okay for you to have feelings for me, but, like, as the subject of those feelings, I give you my blessing – whatever that means – to go find happiness with someone else."

"Gwen… thanks." They shared a not-at-all-weird hug, then made their way out to the road to hail a cab.

Reilly wiped her eyes. Dang springtime allergies…

Emily marched from the limo the to flat's doorstep in one smooth motion. After only one knock, the door was opened by a dark-haired man in a wrinkled undershirt.

"Dr. Hamilton."

"Mrs. Osborn?" He welcomed her inside. "How can I be of service?" The door shut behind them.

"I need more therapy."

"I see, I see…" Hamilton helped her to a seat at his couch, then pulled up a chair across from her. "*Traveller*. Tell me what happened, Emily."

Emily lay flat on her back, staring at the ceiling with dilated eyes. "I… was tempted to defy a direct order."

"To defy a-? *Emily, listen to me.*" Hamilton's eyes had gone as wide and fearful as her own. "You know what the consequences would be for the *both* of us if such a thing was ever to happen."

"I know." The next thing she knew, Emily's eyes stung, and her vision was blurred.

"Now tell me, Emily… which order was it?"

"I… wanted to show my son mercy." A sniffle escaped Emily's nose. "But I was ordered to… make him into a man."

Personal Responsibility

Chapter Notes

> Two of the vignettes in this chapter have been cut because they drag out the pacing and don't advance the plot or character development in any meaningful way. I uploaded them as a separate fanfic from this one simply called "Unused Vignettes" in case you still want to read them. They're still canonical to this story, but they're totally irrelevant and you can skip them if you want.

***Thebandragoness* presents…**

The moment the Spider-Family was through the door, they were greeted by the eye-bleeding flash of a waitress's teeth.

"Hi, there!" Her voice made Peter scared to stand near the windows. "Welcome to Super Shawarma, the only shawarma joint in the world that was once visited by the actual Avengers!"

"Wow, really? We just picked it out at random..." Peter's eyes flitted to the restaurant's overhead sign, which read "SUPER SHAWARMA" and was accompanied by animatronic Hulk, Thor, Iron Man, and Wasp cutouts that waved to mall passerby.

"Where's Ant-Man?" Gwen wondered aloud.

"He didn't test well with focus groups," said the waitress. "We tried to put in Captain America, of course, but he wasn't actually on the initial lineup when they visited us… so our legal team said we couldn't."

"So can we get, like, a table or something?" asked Reilly.

"Yes, yes, of course!" Without further ado, the waitress guided them inside.

The kids seated themselves, picking one of the nicer tables with the cushions. Peter and Gwen slid into one aisle, while Reilly and MJ slid into the other. They hadn't bothered dressing up for a place like this – Everyone was in t-shirts, jeans, and jackets to ward off the crisp breeze, though a designer jacket was the cheapest MJ had been willing to go.

"Alright, let's see what we got." Peter opened up a menu and skimmed the listings. Hmm, the font was real tiny, so he had to concentr-

"Don't forget to visit our gift shop!" said the waitress, causing the silverware to vibrate.

"Yeah, thanks." Behind the waitress's back, Peter locked eyes with Reilly. Both siblings shook their heads.

"I hope you enjoy our complimentary biscuits." The waitress set down a tray for them. "Feel free to take a big old bite of them just like Thor did! Ah ha ha! Remember that?"

"Yeah, we know, it was really famous on Youtube for, like, a month," said MJ. "*In twenty fourteen...*"

After that, the waitress slinked off in utter, utter shame, leaving the Spider-Family to examine their menus in peace. Peter took a tiny nibble of biscuit just to be spiteful.

The peace lasted a moment before Peter said, "Wait, wait, I'm sorry, I guess I'm still in disbelief here, guys." The other three raised their heads from their menus. "I thought we were gonna spend all of spring break being awkward with each other, but, like, we've actually been getting along great. There's seriously no weirdness, no unresolved personal conflict… We're all fine with the setup we have now? Like, no one needs to cry and make another dramatic revelation?"

There was a collective shrug from the others.

"I feel fine," said Gwen.

"Everything's cool," said MJ.

"I'm actually really happy right now," said Reilly.

Peter took a breath. "I guess I'm just used to life being chaos because I'm Spider-Man and all-"

"*Shh!*" hissed Reilly. "Do you *want* to get added to their sign?"

A chuckle traveled through the group.

"Yeah, good point." Peter's eyes returned to his menu. "Alright, now let's hurry up and order so we can hit the road."

...the Spider-Family…

ON SPRING BREAK!

Duh-nuh-nuh-nuh!

Duh-nuh-nuh-nuh!

Duh-nuhhhh…

(Bum bum bum bum bum...)

Doo doodly doo do-doo...

Doo doodly doo do-doo...

Chillin' out at home,

With the girls,

And his clone.

These vignettes stand on their own.

Plus they've got a lighter tone.

Ahhh ahh ahhh ah ahhh...

Ahhh ahh ahhh ah ahhh ah...

No point fighting crime,

Cuz the city's totally fine.

It's a breather storyline,

And now they need to kill some time.

Ahhh ahh ahhh ah ahhh...

Ahhh ahh ahhh ah ahhh ah...

Spi-DER Fam'ly,

Spi-DER Fam'ly,

ON SPRING BREAK!

Spi-DER Fam'ly,

Spi-DER Fam'ly,

ON SPRING BREAK!

Spi-DER Fam'lyyyyyyyy...

(brief guitar solo)

Spi-DER Fam'ly,

Spi-DER Fam'ly,

ON SPRING BREAK!

Spi-DER Fam'ly,

Spi-DER Fam'ly,

ON SPRING BREAK!

Doo doodly doo doodly doo…

Iodine, Livermorium, Uranium

Gwen rinsed the soap off her arms in the bathtub faucet, then set down her razor and turned her head to the sink… to discover Peter was still standing before it, examining his reflection.

"You gonna be much longer, Pete?"

"Oh, yeah, sorry. I was just thinking..." Peter cupped his chin in his hand. "Hey, Gwen?"

"Yeah?"

"Do you think I should grow a beard?"

Gwen fought back the mental image of Spider-Man swinging across the city with a Dumbledore-style one growing out his mask. "Peter, what did we say last time?"

“Yeah, yeah, I know.” Peter leaned in real close to the glass – hunting for stubble, no doubt. “But I’d look so cool with a beard!”

“Yeah,” said Gwen as she tossed her undershirt back on. “I guess you would, hypothetically.”

There was another moment of silence while Peter examined himself. “Iron Man has a beard.”

“*He wouldn’t if it’d look all patchy...*”

“Sorry, I think I’ve got water in my ears.” Peter turned to smirk at her. “What was that?”

“Nothing, dearest.”

Peter’s attention returned to his reflection. “We gave up too fast last time. Poor beard, taken so young...”

Gwen failed to stifle a giggle. “Peter, when you shaved it, you told me you’d hated it and you were glad it was gone.”

“Yeah, but...” Peter faltered. “...that was before we met Reilly.”

A frown crossed Gwen’s lips. “What does that matter?”

“I mean, it doesn’t. Except, well, we both look so similar, and I know she already dyed her hair blonde, but she’s still, like, running around out there with my face, dressed in girl clothes and all, and, I mean, I guess I was thinking maybe I could use a little extra something so people would get that I’m… Spider-*Man*.”

“You… know you wear a mask, right?”

“Oh yeah.” Peter’s face was about the same shade as it right now. “Guess that was stupid of me...” He trailed off.

Gwen sighed, smiled, and pulled herself to her feet. “Peter...” She went up behind him so that her face was visible in the mirror. “Do you remember the day I realized I was in love with you?” As she spoke, her arms wrapped around his torso.

Peter grinned. “Yeah, of course. You said it was that time in seventh grade with the chemistry class.”

“Right. I don’t even remember why anymore, but I’d woken up miserable. I remember having to drag myself out of bed, and all day in class, I just felt invisible. Like I could stop existing and nothing would be any different.”

Peter’s face turned towards her eyes. “And then I sat down next to you.”

“And made the absolute lamest chemistry pun.” The memory still made Gwen cringe. “And we ended up sitting together at lunch, and I talked the entire time, and I hadn’t talked with anyone but my dad for- for I don’t know how long before then, and we swapped phone numbers, and I started hanging out with you and Eddie, and...” She shut her eyes. “...I doubt you realized it at the time, but that was the greatest moment of my life. Thinking back on it a month later made me giddy. It...” They reopened to meet Peter’s. “...still does.”

She shook herself out of it. “My point is, on that day… did you have a beard, Peter?”

Peter laughed. “I couldn’t have if I’d tried.”

“Right...” Gwen’s face was a lot closer to his than it’d been a second ago. “So then you don’t really need one, do you?”

Her mouth was millimeters from his when Peter suddenly said, “Hey, Gwen?”

“Yeah?”

“Why did Carbon marry Hydrogen?”

“Shut up and kiss me.”

Several minutes later, they were forced to come up for air.

“Wait a sec,” said Peter. “I was wearing glasses that day. Are you saying I should-?”

“*Don’t even think about it.*”

Fin.

Stage Fright

Jameson leaned back against the bench, then checked his watch. Normally, he was in a hurry, but for once, he had plenty of time before the bus arrived. Fog was creeping through the air. Pigeons were pecking at the pavement. And across from Jameson, people were reading *The Daily Bugle* while *The Globe* remained on the stand where it belonged. Life was good. Jameson inhaled, held it a second, then exhaled.

He raised his coffee lid to his lips.

“*Heads up, picklepuss!*”

And then barely managed to duck a pair of red, spandex-clad feet before they swooped down to kick his head clean off.

“*Sorry!*” A bouncy voice grew fainter as its owner vanished into the fog.

Jameson cursed at the fog, then gave a frantic apology to the lady with the toddler seated next to him. Once things had settled down, he again raised his cup to his lips.

“*Heads up, picklepuss!*”

And then barely managed to duck a pair of scarlet, spandex-clad feet before they swooped down to kick his head clean off.

“*Sorry!*” A higher, softer, yet no less bouncy voice grew fainter as its owner vanished into the fog.

Slowly, Jameson raised his head. It darted around the fog like a meerkat guarding its colony. He didn’t see any more public menaces, but what he did see was that lady again, giving him a warning glare.

Jameson turned away from her, then retrieved his phone from his jacket. “Miss Brant? When I get to the office… make sure you have the hypertension pills ready.”

“Ha! I win!” The instant Scarlet Spider landed in the alleyway, she fist-pumped. “Whoo! Fastest Spider-Twin confirmed!”

"Yeah, but *I'm* the most experienced." Spider-Man joined her a moment later.

"I've got all your memories," Reilly said as she tugged off her mask. "We have the exact same experience."

"Technically, I've got an extra six months on you." As he spoke, Peter retrieved his classic blue t-shirt from the backpack on his shoulders.

"Touché." Reilly, likewise, retrieved her own, though she, of course, had picked a purple one (She'd kind of been overdoing it with the scarlet motif).

Once the two of them were in their civvies, they made their way out of the alley and across the Midtown High parking lot. Actually, come to think of it, Reilly wouldn't be able to show off her arms and legs so long as she had on the costume underneath. So why had she spent all that time shaving…?

"Man, I didn't know what I was missing before I got a web-swinging buddy." Peter grinned at her.

"What, you didn't think to ask Venom?" Reilly grinned back.

But as the siblings neared the school, her enthusiasm faded.

"Reilly?" Peter gave her a look. "You sure you want to do this?"

Reilly took a breath. "Yeah, I'm sure." Without further ado, she pushed open the front doors.

Of course, school wasn't actually in session for the rest of the week, but the drama club was still having their dress rehearsal today. By the time the twins entered the auditorium, the club was well through act one.

"We will proceed no further in this business." Onstage, dressed in flowing white robes, stood Harry. They were a size too big for him, which really accentuated his mousiness, and yet somehow, it worked perfectly for the role. "He hath honored me of late, and I have bought golden opinions from all sorts of people, which would be worn now in their newest gloss, not cast aside so soon."

Standing across from him was the play's Lady Macbeth. MJ had bowed out due to the awkwardness of performing alongside Harry, and so the theater magnet had cast Glory. Harry's ex. Way better.

"Was the hope drunk wherein you dressed yourself?" asked Glory with a flourish of her hands. "Hath it slept since? And wakes it now, to look so green and pale at what it did so freely?" Actually, Glory seemed pretty into her role.

Once the scene wrapped up, Reilly took a tentative step into the center of the auditorium. She held her breath as she drew near, ushering in the inevitable.

"Whoa!" Kong was the first to spot her. "That- That can't be…"

"…the same genetic stock as *Puny Parker?*" finished Flash from his side.

At their rallying cry, a dozen actors and stagehands flooded out from backstage to gawk, all muttering things along the same lines as Flash's observation.

“Um… Hey, everyone.” Reilly found herself huddlingcloser to her brother.

When she failed to speak further, Peter took the burden upon himself. “Guys, this is my cousin, Reilly.”

“Where have you been *keeping* her?” Flash earned his wheelchair a playful jostle from Sha Shan.

Reilly found herself growing increasingly minuscule beneath the crowd’s gaze. Dang it, did *every* shirt MJ owned have to be a size too small?

Words. Use your words, Reilly. “I- I came here to see Harry.”

“Reilly?” Harry pushed his way through the crowd to the edge of the stage. “What are you doing here? I didn’t think I’d ever see you again-” But then he caught sight of the guard-brother hovering over her shoulder. “Oh.”

“Harry, can we talk?” For the love of god, why hadn’t Reilly remembered to wear any of MJ’s perfume? Had web-swinging always left *Peter* this sweaty?

“I’m- I’m actually really busy! Maybe some other time?” And with that, Harry exited stage left.

The other kids scratched their heads as they watched him go.

“*I’ll* talk with you, Reilly,” said Kong. Then, in response to the look on his girlfriend’s face: “Aw, Glory, I’m joking!”

With that, Reilly trudged back out the auditorium, followed by her brother. “Well, I don’t know what I’d expected… Let’s get out of here, Pete. Every time Kong checks out my chest, I die a little inside.” Reilly wasn’t even that hot. She blamed MJ for this. The nerve of that girl, trying to make Reilly look pretty.

The twins trudged down the school’s barren halls in defeated silence. Reilly hadn’t noticed before, but Peter was a couple inches taller than her, and he wasn’t exactly a giant, himself. What did that make Reilly, like, five foot three? She’d wondered why the world seemed so much bigger now.

“It was still good of you to make the effort to see him,” Peter suddenly said. “To be honest, I think you’re the only one of us who hasn’t given up on Harry...”

“I guess I know what’s he going through the best.” As they walked, Reilly hung her head. “I just wish I knew what to do about it. Even if the X-Men catch Judas Traveller without any problems, I don’t think Harry will get magically un-brainwashed. Heck, even if he did, he might still get cowed into going along with Oscorp’s wacky schemes. And, I mean, no matter what Oscorp’s turned him into, Harry was still my best friend for years.” She caught herself. “I mean, *your* best friend.”

“Actually, Reilly...” Peter paused their walk. “I’ve been thinking… when we talk about our shared memories, it’d be more accurate to use first-person plural. Like, Harry was *our* best friend.” He gave an apologetic smile. “I know that makes us sound like Venom.”

“No, that’s… that’s a really cool idea. I love it.” Reilly sniffled, then hurriedly wiped her eyes. “I’m not crying, I’ve just got springtime allergies.”

“Huh, that’s weird,” said Peter. “I don’t really get allergies this time of-”

“*Let me have this*.”

“Whatever you say…” Peter drew back, chuckling. But then his face grew somber again. “Hey, Reilly? I’m sorry I came here with you. Pretty sure I’m the one who scared off Harry.”

“What?” Reilly half-laughed, half-sniffled. “You think I’d have been brave enough to show my face on my own?” Now it was all-laugh. “Seriously, Peter… thanks for being my bro.”

Peter smiled. “And thank *you* for being my sis.”

Now it was all-sniffle. “Awkward sibling hug?”

“Awkward sibling hug.”

Fin.

Getting Committed

“Albert Einstein once said, ‘Learn from yesterday, live for today, and hope for tomorrow.’” Spider-Man stood on a rooftop, posing for the camera as a dramatic voiceover blared around him. “See, I can quote stuff like that off the top of my head because I’m an aspiring scientist who likes science. My name is Spider-Man, and I’m a super genius. I built my web-shooters using SCIENCE!”

Out of nowhere, Vulture swooped down from the clouds. “Ha ha! You’ve met your end, Web-Slinger!”

“Whoa!” gasped Spider-Man. “A guy dressed as a bird! That’s crazier than mixing an acid with a sulfide solution!”

“WE GET IT, YOU LIKE SCIENCE!” yelled Vulture.

On the other side of the screen, Gwen gave Peter a look from across the couch. “Why are you watching a kids’ cartoon channel?”

“I need to see how I’m depicted!” said Peter. “If Tombstone’s gonna profit off me, then he might as well do it right...” He scratched his barren chin. “Hmm, this is definitely a step up from the last one-”

“Gee, I’m really thirsty for some dihydrogen monoxide!” said the cartoon Spider-Man.

“-but they’re kind of overdoing that,” deadpanned the real one. “That is *not* how I talk.”

“*You just made a chemistry pun this morning*,” muttered Gwen.

“Yeah, but that was ironically. I don’t think *this* guy is being ironic at all!”

The coupled shared a laugh. They found themselves inching closer across the couch…

“Hey, girlfriend?” But then a certain redhead waltzed out her door and into the living room. “Be brutal – Do either of these look any good?” Mary Jane held up two outfits on hangers, one more red and the other more blue. Though to be honest, the green one she was currently wearing already blew Peter away.

“Oh, err...” Gwen turned to inspect them. “I don’t think blue’s quite your color.”

“Right, right, I knew that.” MJ gave the blue one a careless toss. It landed in a heap directly

between Peter's and Gwen's laps. "Sorry, Willi said I could wear whatever I wanted today, and choices make me choke like crazy."

Peter gave a start. "Willi?" How many guys was MJ close with, exactly?

"My fashion designer."

"You have a… fashion designer?"

Beside Peter, Gwen's eyes flitted to the apron around her waist. "We could use one of those where *I* work…"

"Your uniform's cute enough as it is." Peter closed the gap between them to kiss Gwen's neck.

"*Peter, that tickles.*" Gwen was left giggling as she dug his hands out of her pits.

MJ watched the two with a smile of her own, then turned back to her bedroom. "Well, I'll have to leave you lovebirds to each other." But right before entering, MJ made a sudden lurch, clutching her stomach. "Crap, wait… Ugh…"

"What's wrong?" asked Peter.

"I think rooming with two other girls is starting to have its downsides." MJ scowled in the general direction of her uterus. "I blame Reilly for this."

"Yeah, sorry I asked."

"I wonder if it's too late to take a sick day?"

"Wait, what?" At this, Peter sprang upright, almost tossing Gwen to the floor. "Isn't this modelling gig, like, some super amazing job that fell into your lap? You can't just skip-!"

"Hmm, you're right." MJ glanced out the still-curtain-less window. "They already sent the limo." With that, she snatched her purse off the carpet and skipped out the front door. "I'll just bring both outfits."

Her presence left a void in the room, filled only by the babble of the TV ("I can defeat this bad guy if I use a solution of hydrogen peroxide...").

Peter and Gwen met each other's eyes. Simultaneously, they said, "A *limo?*"

The lights were hot, the waits were long, and the free food was entirely too delicious for something MJ wouldn't allow herself within three feet of, but… when she was on the set and all the cameras were pointed at her face, Mary Jane couldn't help but feel alive.

Okay, she admitted it, she liked the attention.

"You were perfect out there, Mary Jane."

It was during her fifteen minute break that MJ found herself approached by a slick-haired boy who threatened to make her eyes pop out, *Tom and Jerry* style.

"Well, you'd be the authority on that, wouldn't you?" MJ sat up in her folding chair. There weren't many sights that could tear her away from her phone, but the blue-eyed guy in the black, thousand-dollar jacket would do it. Certainly a far cry from the Harry Osborn-type rich kid who looked terrified of his own fancy suit.

“One minor critique, though...” The boy held out a box. “Your neck was a bit empty.”

“*Oh my god, Bruce*.” The moment it was in her fingers, MJ discovered the box’s contents – a big, fat emerald on a chain.

Bruce gave a nonchalant shrug. “Hey, us models have to look out for each other.”

“I-I don’t know what to say.” MJ lifted it out of its case, dazed. Oh, it was heavy.

“If I might be so bold as to offer a suggestion?” Suddenly, there was a lot less negative space between them. “You could say you’ll come to my villa in *le Midi*.”

The necklace wasn’t the only thing in this case – Resting beneath it was a pair of plane tickets. Oh, heck yes, Mary Jane was basically *born* to go to France with a hot stud.

Reign in the giddy schoolgirl routine, Watson. “A villa, huh?” MJ checked the ticket. The plane would be leaving… right on the day of the Spider-Family road trip. “Hmm… Tell you what, you stay handsome and get back to me at tomorrow’s shoot, and then I’ll give you my answer.”

“You always did have a flair for the dramatic.” Bruce chuckled. “I look forward to it.” And with that, he waltzed off the set as smoothly as he’d waltzed on.

Mary Jane was left to stare at the small, black, rectangular box at her perfectly-manicured fingertips. Look, nothing against the Spider-Family. Don’t get her wrong, MJ was sure that driving to Pennsylvania to visit Peter’s elderly aunt would be a blast, but, well… the alternative here was, like, a week or more with a male model in his personal vacation home, and it was hard for MJ to think up a better use of one’s time than that.

The infant’s wails drowned out the crackling flames.

“I got you! I got you!”

A patch of fire was extinguished by a web-blast before it could eat away at the crib completely. The kid continued to cry as Spider-Man scooped her up in his arms. He couldn’t blame her – It was broiling hot in here. Imagine one minute, you’re in your bedroom, and the next, you’re in the depths of hell. Poor thing.

But Spidey couldn’t think about that right now – He had to focus. There had to be some way to get the two of them out of this without Spidey turning himself into the world’s most accurate Human Torch cosplay.

A fresh tongue of flame came a bit too close to Spider-Man’s foot for comfort. He tried to extinguish it, but the only thing that erupted from his web-shooters was a mist spray. Great, it was so hot in here now that his fluid wasn’t catalyzing properly. Looked like he’d have to do this the hard way…

“Hang tight, little buddy.” Spider-Man pressed the baby against his spider-logo, huddling over her. Then he turned for the chunk of wall that looked the weakest… and charged.

There were splinters and burning and a shriek as his knees hit the pavement. What had that been, the second story? Phht. A fall from the second story was nothing.

“*I got a… got a baby...*” Spider-Man’s mind scrambled to devise something witty as he handed the wailing infant to the team of firefighters running to his side. “*It’s not mine. I go sleepy now...*”

After that, Spidey got to hear the grateful sobs of the mother, then the firefighters gave him a few puffs of their rebreather… He knew the routine by now.

Spider-Man found himself seated at the opened back of an ambulance. He set down the breather, then pulled his mask over his chin. “Is the kid okay?”

“The baby?” The nurse at his side laughed. “Yeah, she’s fine. You’re the one who needs a hospital-”

“Eh, I heal fast.” Before she had time to protest, Spidey was swinging off. “I’m actually late for a thing! Big important Spider-Man thing.”

Every last person in the auditorium was staring at Gwen, including her fellow band members. They were remembering last time just as vividly as she was, Gwen was sure. A quick skim of the audience told her Peter wasn’t present, either.

Okay, no big deal. Gwen had been practicing her butt off. She just had to turn off her brain and let the muscle memory do the work. She inhaled, brought her lips to her saxophone… and then spotted a certain someone in the crowd. The red hair made her stand out.

“Are you kidding? You knocked it out of the park!”

“Y-You think so?” Gwen glanced back at the other members flooding out the auditorium. Most of them were busy shaking hands, hugging, and laughing with their parents and significant others, but... Gwen was hanging back with Mary Jane. “The other band members seemed a lot happier with me, at least.”

“Yeah, cuz you were the star of the show.” MJ started for the exit, herself. “You coming?”

“I’m gonna wait for Peter, actually.” Gwen took a seat, resting her sax case at her feet. “He was supposed to be here an hour ago...”

“Wish I could say I was surprised.” MJ sat down beside her. “You know how he is. Probably out chasing down jaywalkers so he can make witty quips or whatever he does.”

“Yeah...” Gwen pushed her glasses up her nose. “But thanks for being here for me, MJ. Now I actually have some *good* news to report to my therapist tomorrow…”

She caught MJ tensing in her peripheral vision. A moment of silence passed.

“I really think you’d like her if you gave her a chance, Mary Jane-”

“I told you, that’s stuff’s not for me.” MJ held out her hand. “You do you. But personally, I’m more a proponent of… self-therapy.” Her eyes flitted to the emerald hanging off her neck.

“Yeah, but, I mean, all your brushes with death lately…” Gwen hung her head. “And then there’s all this stuff with Peter being cloned… It’s not normal, MJ.”

“In this city, it kinda is.” MJ turned away, folding her arms.

“Okay,” said Gwen, “but even then, there’s nothing wrong with talking to a therapist about more, uh, grounded issues.”

“Too bad I don’t have any of those, either.”

"*MJ.*" Gwen let out a sigh. "I know it's none of my business, but have you heard from your parents since-?"

"So what do you think of the new necklace?" Mary Jane all but shoved it in Gwen's face. "Is it cute or what?"

Even the power of The Look wasn't eroding MJ's will. "Don't you change the subject on me-"

"It's okay to come out and say it, y'know." The necklace hadn't gotten any farther from Gwen's face. "You think I'm hot."

"W-What?" Gwen's own will wasn't quite as sturdy. She could feel her cheeks getting warm. "MJ, we said we were putting all that behind us-"

"Yeah, but that doesn't mean you suddenly think I'm ugly, does it?" MJ caused the gemstone to wiggle in place.

Gwen's glanced around the emptying auditorium, praying passerby were paying her and the supermodel no notice. "Well, no, but-"

Suddenly, Mary Jane's fingers were in her armpits

"*Hey!*" Gwen giggled in spite of herself. "Cut it out!" She ended up having to wrestle MJ off of her. "Alright, that's enough of *that*." Gwen straightened her glasses, sitting up straighter.

"Sorry, sorry, guess I'm a little wound up." MJ drew back, giggling herself.

Gwen shook her head. "Just don't do it again. It was kinda weird in light of, y'know…"

"Yeah, sorry, I won't."

A moment passed. Gwen knelt to get her phone from her purse. And then MJ's hands seized the chance to get back in her pits.

Only this time, Gwen didn't laugh. "*I said quit it.*"

A smack on the arm sent MJ reeling backwards. "S-Sorry, I just-"

"What's wrong with-? *Oh boy*." In the span of a second, Gwen's eyes had gone from angry to fearful. MJ turned in her seat, following Gwen's gaze to discover a certain brunette looming behind them.

"Peter!" Gwen's voice was a lot higher all of a sudden. "I'm sorry, you missed the recital. We got my part on video-"

"Excuse me, Gwen." Peter spoke in a tone Gwen had never heard from him before. It startled her. "I need to talk to MJ for a second."

"Y-Yeah, okay." MJ rose with trembling legs.

"Peter?" Gwen started after them. "Is everything okay? You smell like smoke-"

"I'm fine, Gwen. Just wait here a second."

With that, Peter marched out the door with MJ following behind him. Gwen was left standing by her sax case, frowning. It took her a second to realize exactly what vibe Peter had been giving off

– He wasn't jealous by nature, but there was a first time for everything, Gwen supposed.

Peter knew MJ was following him without having to look back at her. Orpheus, eat your heart out. The two of them trudged through the wet lawn, coming to a stop beneath a street lamp in the school's empty parking lot. With the recital over, there wasn't much reason for people to waste another moment of their precious spring break here.

"H-Hey, isn't this the spot where we took a pic together on the Fall Formal?" spoke up MJ. "Remember th-?"

"*Don't, MJ.*" Peter's tone shut her up pretty quick.

She remained that way for a moment, but then MJ said, "Peter, I'm sor-"

"You want to tell me why you put your hands on *my girlfriend* after she *told you* to stop?"

And now she was back to shutting up. After a glare from Peter, though, Mary Jane finally said, "I got carried away. I can be a little i-impulsive sometimes."

"I'm not gonna dance around it, MJ – I'm into you. So is Gwen. So is *everyone else on the planet.* I don't know if you're, like, a mutant with some kinda pheromone power or if you won the genetic lottery the normal way, but the point is you're super hot and you *know it*, and you use that talent like a kid at a carnival-"

"Peter, I swear I wasn't-"

"*Listen,* MJ. You said you're in love with us, exactly the same way we are with each other, and- and it's one thing to *say* that." Peter took a breath. "But when Gwen and I say we're in love, it's more than just words – We prove it every day. We're partners. We make decisions together, and we're there for each other when we lose a loved one or- or get traumatized by supervillains for the billionth time, and we're *faithful* to each other. We made *sacrifices* to be with each other. We spend every day together afraid of what my enemies could do to us, and Gwen puts herself in that danger *on purpose*. When I got *buried alive* by a crazy supervillain, she *dug me out of the ground* with her *bare hands*."

His narrow eyes fell on MJ's trembling face. "What about you? What've *you* sacrificed? Gwen flips burgers, I work for a human foghorn, and meanwhile you get handed this cushy modeling job because you were born pretty, and then you talk about skipping shoots because you're feeling a bit queasy? Maybe you forgot we have rent to pay?" He snorted. "Oh, but when it comes time for Gwen's band recital that same day, suddenly you're fine. So then you get to make eyes at my girlfriend while I'm out doing my silly little hobby-"

"Oh my god." MJ sniffed his t-shirt. "Is that why you smell like smoke? A-Are you hurt?"

"This isn't about me." Peter stepped towards her. "Are you even really in love with two people, or is this just another part of your 'free agent' hippie routine? You gonna fall in love with a third someday? Fourth?"

Mary Jane had no response.

"I get why you act like this, Mary Jane." Peter had started talking with his hand, wagging his pointer finger at her like an old man. Sheesh, he ought to be a school teacher. "You used to be this timid, lonely kid who got picked on, but as you grew up, you got this ability, this- this thing that gives you power over people, and it's exciting, and it makes you feel good, *but you need to be responsible with it before someone gets hurt.*"

At this point, he was forced to end the speech in light of a coughing fit. Great. His throat hadn't been this scratchy since he'd body-swapped with Wolverine.

Peter hadn't actually been looking at MJ during the rant, which was probably why he jolted so much when the sniffle hit his ears. He glanced up at her, but she turned her head, masking her face with red hair.

"Sorry, I don't do great with men yelling at me…" She took a steadying breath. "I could call myself a whore again, but I'll spare you the pity party." She wiped snot on her thousand dollar jacket. "I am sorry for touching your girlfriend without either of your permissions, and I will not-" Her voice broke. "-will not let it happen again."

Peter found his brow softening. He knew she wasn't trying to play the pity card, but he honestly hadn't meant to make her cry. "Thank you, Mary Jane. Now go say that to Gwen."

"Jesus, MJ, you just tickled me. It's not that big a deal!"

Back in the auditorium, the girls shared a hug.

"The truth is, Peter's been feeling a bit emasculated lately," said Gwen. "I can tell. Sorry if he came down way too hard on you..."

MJ shook her head. "He didn't."

Slowly, the girls released each other, then made for the exit.

"Hey, Tigress?" spoke up MJ. "Is it too late for that therapist of yours to pencil in another appointment tomorrow?"

"Of course not."

The slick-haired man had tried to shove it back into her hands, but MJ wasn't having it.

"No, Mary Jane, this was my gift to you-"

"Yeah, well, I'm gifting it back." Mary Jane stared dead ahead and she strutted out of the studio lot. "I can't accept it – I've got other commitments."

Bruce was left to stare at the small, black, rectangular box at his perfectly-manicured fingertips.

Fin.

Turning Scarlet

"That was frickin' amazing!" MJ said through a mouthful of hamburger.

Heads turned as the ladies strolled beneath the neon lights of Seventh Avenue, painting the pair pink against the darkness. Though in Reilly's case, her stroll was a bit on the wobbly side – Web-swinging and parkour flips were child's play next to balancing in heels.

"Guess they didn't make that guy your drama teacher for nothing." Reilly sucked Coke through her straw, though she only touched it to the very edge of her lips. Reilly was operating under the assumption that one misstep would cause her lipstick to explode over anything it came into contact

with. Why did girls wear this stuff again?

To be honest, though, she didn't hate it. In fact, walking around all dolled up with MJ at her side… Well, Reilly had never felt less like Peter Parker in her life.

"I hadn't seen him in anything but Shakespeare," said MJ. "He *killed it* out there as Ernest."

"I thought he was playing Jack…?"

"God, I almost forgot how much I love theater." MJ shook her head. "Makes me wish I hadn't backed out of Macbeth. Stupid Harry… Don't know when I'll be up on the stage again. I've already got my work cut out for me with this modeling gig."

Reilly frowned at her. "Hey, you don't have to be a model forever, right? I mean, you're not even an adult for another month. You've got plenty of life ahead of you."

"Yeah, guess you're right. Sky's the limit."

The duo continued their trek for a moment, munching on their fast food.

"Could this night *get* any better?" Suddenly, MJ gave Reilly a look. "Then again… it *is* still young. Any suggestions, girlfriend?"

"What, like Laser Tag?" Reilly gave this a good think. "Well… we could always go swinging."

MJ laughed. "Seventeen might not be old enough-"

"*You know what I meant.*"

"Seriously, though, I've never actually gone web-swinging before, not counting the time Doc Ock almost squished me and Gwen on Coney Island." Rooftops reflected off MJ's eyes. "I keep trying to get Pete to take me, but he's too chicken-" She caught herself. "Oh, but, err, guess that'd apply to you, too."

Reilly folded her arms, a smirk playing at her lips. "Yeah, guess so."

"*Whoo hoo!*"

Thwip. After one last loop around the lightning rod, the Scarlet Spider finally touched down on the rooftop and released the woman in her arms.

"So… everything you imagined?"

MJ tugged off the spare Spidey mask to reveal a massive, shameless grin. "Where can I get me one of those spiders?"

Scarlet chuckled as she sat down on the stone. "Pretty sure Kraven ate them all."

"Whew, look at that." MJ turned her attention to the boulevard. From up here, it was an Aurora Borealis of street lamps and advertisements. Sure, it drowned out the stars in the sky, but it was a fair enough trade.

Reilly couldn't help but smile at MJ's enthusiasm. Reilly had done this so many times (or at least, she remembered Peter doing it so many times) that the view had become mundane to her. "Mary Jane?"

Mary Jane's eyes remained fixed on the skyline. "Yeah, Scarlet?"

"Thank you."

"Thank *me?*" That got MJ's head to turn. "You're the one who showed me a good time tonight."

"Not for that." In a sudden fit of boldness, Reilly brought a hand to MJ's shoulder. "If I hadn't happened to run into you that day..." But then Reilly freed the hand so she could hug herself. "I don't even want to think about it. Mary Jane, you saved my life."

MJ smiled. "Well, you saved mine, too, so I guess we're even."

"Yeah. Even."

She started to turn back around. Another second and MJ probably would've… if Reilly hadn't chosen that particular second to go for it.

She tasted like apples and cinnamon and- and this other taste Reilly couldn't quite place, meaning it'd forever be categorized in her brain as the taste of Mary Jane Watson. Reilly didn't get to taste it for long, though – The next instant, MJ's face darted back. It was trembling.

"MJ? D-Did I screw up?"

"What? No," MJ said, dazed. "No, Reilly, you're perfect. It's just..." She took a breath. "...you need to know what you're getting yourself into." MJ retrieved her phone from her jacket, then showed Reilly a picture on it. "I'm sorry, I already had this talk with Peter and Gwen, so I'm gonna make this quick."

Reilly found herself gaping at the screen. For a second, she almost thought it was an old picture of Gwen, except Gwen's hair had never been red. "Is that your little s-?"

"Two years ago, I was Brainy Janey, the dork with no friends who moves cities all the time, but then I used my acting skills to murder Brainy Janey and replace her with Wild Party Girl MJ, the slut who hits on anything with a pulse, and it makes me feel like- like some kind of fraud in my own life." MJ bowed her head.

"Mary Jane…" Gently, Reilly took MJ's hands in her own. "I- I kind of have a fake persona, too. Like, deep down, my brain thinks I'm Peter Parker, but if I can just make myself wear dresses and makeup, then-" Her voice broke. "-then maybe Reilly Parker can be a real girl one day, Pinnocio-style."

"Reilly…" Next thing she knew, though, those hands were around her neck. "...you already are. Guess that makes me the friggin' Blue Fairy." She wiped her own eyes again. "Sorry to get all angsty on you at the last minute. You really have shown me a good time tonight. But I think..." But then the hands were free, and MJ was backing away across the rooftop. "...you're still getting over all of Peter's feelings in your head, and what you really want right now is a cute blonde who'll treat you as their one-and-only."

Reilly's face softened. "I don't want a 'replacement Gwen,' MJ."

"You sure?" MJ let out a bitter laugh. "Well, that's good… because that's sure as hell not me."

Gently, Reilly brushed the red hair from her eyes. "In fact… I don't want *anyone* else…"

"I get how you feel, Reilly. Believe me, I do." Slowly, MJ's head grew heavier. "But the thing is, I just murdered Wild Party Girl MJ, too. She went away to the same place as Brainy Janey, and

now, the person behind these eyeballs…" She gestured to those big, round, green things boring a hole in Reilly's feet. "I don't know who that person is right now. And I'm sorry, but I don't want you waiting around pining after me while I figure it out. That's too much pressure, and I *can't* screw myself up again." In an undertone, she added, "*That's easy enough to do as it is.*"

"Oh." Reilly's face went blank a moment. "H-Hey, that's okay. I'm not trying to push you or anything. I know my, err, very existence leaves a lot to process…"

"But it's more than that," said MJ, hand on her temple. "The other thing is, you're a clone of Peter, and…" She trailed off, then drew back, burying her fingers in her scalp. "God, this is so screwed up. I even made you dye your hair blonde. You're like the perfect fusion of them…"

"Wait." Reilly blinked. "What are you saying?"

"I'm sorry, let me make sure I understand you correctly." Leo Zelinsky scratched his forehead with his pen, then glanced back at his notepad. "You're a clone of Spider-Man with all his memories, but you're also a girl, and you're in love with his redhead girlfriend-?"

"No, his girlfriend's the blonde one with the glasses." Reilly sat up on the couch. "The redhead's our roommate, and it turns out she's polyamorous or something, so she's in love with Spider-Man *and* his girlfriend, and she loves me, too, but I kinda just got grandfathered in since I'm a clone of Spidey, and I don't know how I feel about that. I mean, if me and MJ hooked up, would that be healthy or unhealthy?"

Leo held back his groan. He hadn't been this lost since that time Nathan Summers had needed therapy…

Fin.

A fuller, heavier Spider-Family exited the mall. They were on the verge of skipping *Wizard of Oz* style through the parking lot.

"Okay, that shawarma was worth all the tackiness in the world," said Reilly.

"Last chance to go to the bathroom for the next three hours." MJ fished her keys from her purse, then clicked them around the lot until she spotted the car that blinked. "Cuz the Spider-Family party wagon's not stopping till we hit Pennsylvania."

Reilly trailed behind her. "M-Maybe I could just wear sunglasses the whole time I'm in Aunt May's house? We could tell her I have an ocular condition-"

"No need. She's going to *love* you, girlfriend." MJ walked backwards to put a reassuring hand on Reilly's arm.

"Hey, guys?" Mary Jane turned to address the group. "This has been the best spring break of my life, and I haven't crashed a single party." But then her eyes fell to her boots. "To be honest, you three, Aunt Anna, and *maybe* my mom are the only people on the planet I really care about. This Spider-Family of ours is basically my life now, and… and I'd never let primitive relationship drama ruin it. I love you guys."

"Aww." Gwen smiled at her as she squeezed Peter's hand. "We love you, too."

"Heh." Suddenly, MJ was in a hurry to climb into her car (borrowed from her aunt again). "Look at me, getting all sweet on you guys. Must be something in the shawarma." With that, she and

Reilly took the front seats.

Peter and Gwen, however, lingered behind a second.

“I’m glad things worked themselves out,” said Gwen.

“Mmm.” Peter gave an idle nod. After a moment of silence, he suddenly said, “Y’know, you never did let me tell you why Carbon married Hydrogen.”

“I get the joke, you incorrigible geek.” Gwen kissed his forehead. “You’ve been in a funny mood lately. What’re you thinking about?”

“Just… what you said about realizing you were in love with me.”

“How it was the greatest moment of my life?” Gwen chuckled to herself. “What about it?”

“Seems like you’re calling that a little early, doesn’t it?”

The chuckle became a full-fledged laugh. “Oh? And what might *that* be alluding to?”

“Nothing.” Peter gave his most mysterious grin. “I just like being cryptic for no reason.”

“Whatever you say, dearest.” With that, Gwen made her way into the car.

Now Peter was alone in the parking lot. Before following suit, he took one last glance at his phone’s wallpaper – an old photo of Aunt May and Uncle Ben, taken on their wedding day.

Author’s Note: **And thus another chapter comes to a close in the saga of the world’s coolest teenager, the Spectacular Spider-Man! Stay tuned to read all about the Spider-Family’s pulse-pounding visit to Aunt May’s new house! I don’t know about you, but I’m on the edge of my seat already. Will she make them wheatcakes or not? Tune in next time to find out! Excelsior!**

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Sticky Fingers

Denny didn't stop running until he was out of the shawarma joint, out of the mall, and at a secluded edge of the parking lot where he'd left his car. Before getting in, he took a minute to catch his breath. He didn't think anyone had seen him snatch the wallet.

How much was in here, anyways? He flipped through it. A couple hundred dollars and a credit card? Not bad. With that, he reached for the door handle.

Thwip. But a sticky strand prevented him from reaching.

"*No!*" Denny tried to struggle, but he found himself yanked skywards. The next thing he knew, his feet were dangling free. This mall wasn't even that tall, but the pavement was still an awfully long way down. "Please, Spider-Man, I'm sorry, I'll never do it again-"

"Spider-Man?" scoffed a voice. "Ugh, and my agent swore the new costume would tip people off..." A figure stepped out of the shadows of the mall rooftop, illuminating itself in the moonlight. This guy certainly looked like Spider-Man, except instead of red and blue, his costume was red and black, and there was no web pattern. Instead, the suit was mostly solid crimson, though his gloves, the spider-logo on the chest, and everything from the shoulders up was solid black. The only color on the guy's mouthless face was in his eyes – They almost glowed red in the darkness.

"W-What?" Denny's struggles were soon put to a stop – via the web-cocoon he soon found himself engulfed in, spanning from his feet to his mouth.

"Sorry, dude, I'm a little cranky tonight." Not-Spider-Man gave the cocoon a playful wiggle. "See, the Spider-Family left on a road trip, and they didn't invite their new baby brother. *Rude*, am I right?

The best reply Denny was capable of was a muffled sob. Man, the blood was rushing to his head fast.

"Do you think it'd be too petty to crash their little fiesta?" Not-Spider-Man shook his head. "Because I think it'd be exactly the right amount of petty. But enough about me." The red eyes snapped back to Denny. "Let's talk about you, not that there's much to say. Must be nice being a walking stereotype. Blissful."

Not-Spidey knelt down, then set to work reeling the cocoon in. "In fact, I've always had this suspicion – Well, I say *I've* had it, but really, it's Spider-Man's memories in my head- Whoop, sorry, went above your cognitive level for a sec there. Point is, I've got this theory that because our country is so screwed up, none of the petty crooks Spider-Man catches ever actually *stay*

caught. I think he's been catching, like, the same few dozen of 'em over and over again."

He plopped the cocoon on the rooftop, then knelt over it until his glowing red eyes were meeting Denny's quivering green ones.

"So I thought, 'If only there was a way to test that hypothesis...'"

His palm was on Denny's face, spreading his fingers from the tip of Denny's eyebrows to the top of his chin. Why did this guy's glove hurt to much? It felt like it was covered in little barbs, latching it to the skin.

"Don't worry, pal. An ugly mug's not so bad once you get used to it."

A split second later, the hand was no longer on Denny's face. The sound of screaming turned heads on the far side of the mall.

Fin.

Nuclear Family

Chapter Notes

See the end of the chapter for notes

Eyeballing it, the buildings of Harrisburg seemed to be in the two hundred to three hundred foot range. Not as much vertical space as Peter would've liked, but the city was so small, he could patrol the whole place in five minutes. Not that he was actually planning on web-swinging here – One look at the skyline and his brain had just fired off calculations of its own accord. Wasn't like the drive here had offered much else in the way of mental stimulation, anyways.

Pennsylvania wasn't quite the alien world that Florida had been, but Peter couldn't help but feel claustrophobic in this dinky little city, and that was to say nothing of the neighborhood containing Aunt May's house. This region of Harrisburg was its miniature equivalent of Queens, Peter supposed, meaning it'd swapped its towers for quaint little houses surrounded by plenty of grass and trees. It was more or less an animal sanctuary but for old people.

Even May's new house was tiny. Heck, it was barely bigger than the Spider-Family's apartment. Was she really alright in this place, living off retirement checks, cookbooks, and piano lessons? Of course, May had insisted there was no need to worry about her. Nick paid her regular visits, and his sister's family lived just down the street. And what did an old fogy like May need with an upstairs, anyways? Peter wasn't as reassured as he could've been, but truth be told, they had more pressing issues to discuss.

"No, you're *not* being punked, I promise." Peter ran his fingers through his scalp. This had been a long night.

"I- I *think* I understand so far." Aunt May sat up in her armchair. She was in a baggy nightgown with her hair hanging loose, scrunching her face the way she did when she was trying to learn a new piano song. "You've been… cloned. Like the sheep?"

"Yes, like the sheep," said Peter, who was sharing the opposite armchair with Gwen. There was plenty of room if they just used the space on Peter's lap efficiently.

"Only..." May's gaze fell on Reilly, who was sharing the loveseat, the only other furniture for which the living room had space, with Mary Jane. "...your clone's had a sex change?"

"In the womb!" Reilly quickly added.

"And this was done by Harry's mother?" May frowned.

"Yes, and now she knows I'm Spider-Man." Peter bowed his head. "Which means if we cross Oscorp again, they could hurt you to get to me. But if we don't do anything, they'll grow an army of Spider-Man clones."

May glanced away, then murmured, almost to herself, "Your uncle always said to never trust anyone in a tie..."

"So now we're here sitting on our butts while we let S.H.I.E.L.D. and the other superheroes deal with Oscorp. Guess Spider-Man went a bit above his weight class this time…" Peter sighed. "All of this is my fault for trusting Warren in the first place, and now I'm supposed to sit here and do nothing after everything Uncle Ben taught me about responsibility?"

"Peter." May's eyes returned to his. "Being responsible doesn't mean charging blindly into

danger-"

"Exactly-!"

"-but at the same time..." May took a breath. "...if there's ever a serious threat to people, and there's something you can do to stop it, then you'll have to make a choice…."

"I already made my choice," Peter said firmly. "I'm keeping my family safe. We can figure out a plan to beat Oscorp that doesn't endanger you guys." With any luck, that plan was already in motion. Peter kept waiting for his cheap new phone to vibrate in his pocket with a victory message from Sophia.

"And as for me..." spoke up Reilly. "Look, Aunt May, I know everything about me is weird. You..." She shrank in her seat, huddling nearer to MJ. "...don't have to see me ever again. But I at least wanted you to know I exist."

"Reilly, was it?" May pulled herself to upright, though she struggled enough to make Peter worry. "Of course I want to see you again." Suddenly, her arms were around Reilly's neck. "I've barely had the chance to get to know my niece."

"T-There's not much to know, really." Reilly hugged her back, sniffling. "I'm basically just Peter but with even *more* issues."

May smiled at her. "Be that as it may, I'm happy to have met you."

Reilly managed a nod, and then the hug was over. As May turned away, MJ took it upon herself to soothe Reilly, stroking her hair and murmuring in her ear. This time, though, Peter wasn't so sure it escaped May's notice.

"Now, we can get to know each other better in the morning. I'm afraid this is well past my bed time..." But May didn't comment on it, instead choosing to hobble her way towards her bedroom. "If you kids are hungry, you can have the wheatcakes on the stove, or you can save them for breakfast. There's only one spare bed, but there's also the loveseat and the sleeping bag."

"We'll be alright, Mrs. Parker." Gwen gave a reassuring nod.

MJ turned to Peter and Gwen. "You lovebirds take the bed. Me and Reilly will take the sleeping bag and the couch."

With that, May resumed her trek to her room.

"Hey, why don't I help you get your pills open?" Peter started after her. Gwen followed, too, but Peter turned to her to say, "Err, could you go get our bed made? I'll join you there in a sec."

Gwen looked curious, but she didn't protest.

Once in May's room, Peter shut the door behind them, then searched the area for the pill bottles. This place didn't look too different from her old room. A bed resided in the center, and surrounding it were shelves cram-packed with books, a dresser drawer with a mirror, a stuffed elephant Uncle Ben had won for her on Coney Island…

"Peter, dear, you know I want to understand your life," spoke up May, "but this clone business might be a little above my head."

"We're all still getting used to her."

“Well, it’s good of you to accept Reilly into your home,” said May. “And… it’s good of you to accept Mary Jane, as well.” She let out a sigh as she climbed under her covers. “Anna told me she ran away from her parents. I’m not sure on the details, but...” May shook her head before resting it on the pillow. “…I hear much too many stories of teenagers kicked out for being gay or a mutant or what have you.”

“I’m pretty sure she’s too young to get kicked out. She was emancipated or something.” The exact circumstances had remained a mystery – Whatever words MJ had to say about her parents were seldom more than a string of expletives.

“Whatever she was, she needs a stable home right now. She’s needed it all her life, really.” May took the pills and water from Peter, swallowed, and handed the cup back. “Truth be told, I’d always hoped you would cause a positive change in Mary Jane’s life. You and Gwen are doing a wonderful thing for her.”

“Thanks.”

“I only wish...” Aunt May’s eyes began to shut. “...*I* could’ve been more help to *you*.”

“Aunt May...” Peter seated himself at the foot of her bed. “You were. You’ve been a mother to me.”

This earned a smile. “I know, dear. I know...” But it was fleeting. “It’s just that, ever since that spider bit you, you’ve been out saving lives while I’ve been off in my own little world, imposing curfew and setting you up on dates and- and almost marrying your arch-nemesis. And then I finally learn the truth, and the first thing I do is run away – when you’re not even an adult yet.”

Peter moved to return the cup to the bedside table, but something else grabbed his attention – Anna Watson’s old laptop resting on a chair in the corner. The screen was open, and on it was what, at a distance, appeared to be a twenty-four hour local news feed… of Manhattan.

“I’m alright, Aunt May.” Peter met her eyes. “I promise you, I’m fine. I want you to focus on being happy, and if living near Nick and his family does that, then this is where you belong.”

“I know you’re right, dear, but still…” May managed a slow nod before her eyelids finished their journey. “I miss you.”

“I miss you, too.”

Peter found himself watching as her chest rose and fall. He wasn’t sure if it made him want to smile or frown.

But before he had time to decide, an upbeat rendition of *The Itsy-Bitsy Spider* hit his ears, and Peter sprang up to retrieve his new phone from his pocket (He’d had to scour the entire internet to find the exact same audio file again).

“Sophia?” Peter kept his voice down as he stepped towards the dresser mirror. No need to trouble Aunt May any worse than he already had. “Did the plan work?”

“Uh, good news and bad news,” came the voice from the other end. “We caught our guy, but the instant our resident telepaths infiltrated his head, he, err, went into a coma on us.”

“What?” Peter gave a start.

“We think it was some kinda telepathy bomb Oscorp put in his brain to keep their secrets from getting out. We handed Traveller over to S.H.I.E.L.D., but there’s not much they can do with him

now."

"Well… this is still good, right? Traveller can't keep brainwashing people, can he?" Of course, for all Peter knew, Oscorp had a dozen more telepaths lined up.

"Yeah, let's hope so," said Sophia. "Oh, and we checked out that secret lab beneath the car body shop, but it's been picked clean."

"Just like the one beneath the police station…" Again, Oscorp was one step ahead.

Peter tried to sound upbeat as he said his goodbyes to Sophia, then returned his phone to his pocket. Well, that plan hadn't gone as well as he'd hoped, but it hadn't gone as poorly as he'd feared, either. With any luck, this had at least halted the production of Oscorp's clone army for now. That'd buy the Spider-Family some time to figure out their next move.

Peter made for the door, but then his eyes fell on something at the foot of the mirror. He hadn't noticed before, but May had left out some old photos. Wedding photos. Two frames were propped up on the dresser, one housing the same pic of Ben and May that served as Peter's phone wallpaper and the other housing a similar picture of Peter's mom and dad. The four of them looked so happy… and so young. The sight of Aunt May with blonde hair was surreal.

"Oh, I just thought I'd leave those there," said a voice from behind Peter. "Something to lift my spirits when I start my day."

Peter spun back towards the bed, grinning. "Shouldn't you be asleep, young lady?"

Aunt May chuckled to herself. She'd sat back up in her covers, but now she started to lie back down.

Peter thought about leaving her be. But instead, he found himself saying, "Hey, May? You and Uncle Ben were only eighteen when you got married, right?"

"Was it that long ago?" May waved a hand in the pictures' direction. "We were lucky things worked out the way they did. It wasn't easy for us, Peter – Marriage takes work. It's not something you do lightly. There were a lot of years before you entered our life, and heaven knows those years had their ups and downs, but…" She rolled back over to face Peter. "...we were certain we loved each other. We'd known since we were children, and we'd already been through so much together, even at eighteen." She gave him a look. "Why?"

Peter drew back. "N-No reason."

"Peter..." May smiled, shook her head, and then gestured for him to sit down beside her. When Peter accepted the offer, she said, "Have you asked her already?"

"Not exactly, but…" This room could use a ceiling fan, too- Wait, actually, it already had one. In fact, it was kinda chilly in here. But then why was Peter sweating? That made no sense. "…I kinda said I'd marry her when she turned eighteen, and Gwen seemed pretty thrilled. I mean, we haven't talked about it again since I first brought it up, but, y'know, August is fast approaching – birthday month for us both, so…"

May gave him a look. "I'm not going to encourage you, Peter but I'm not going to forbid you, either. You're mature enough to make your own decisions, and I've mollycoddled you more than enough for one lifetime. But..." The look morphed into something warmer. "...I know that you and Gwen truly, deeply love each other, and whenever you decide the time is right for marriage, you have my blessing."

Were they really having this conversation? Peter felt dizzy, though maybe that was from staring too hard at the ceiling fan. “Aunt May… that means everything to me.”

May nodded. “I don’t know when it will happen, but sooner or later, you *will* propose to her. We both know it.” She let out a soft laugh. “It’ll be hard to top your uncle’s, though. He took me backpacking on this beautiful trail outside the city. He was so excited to show me this cliff with a view of the lake… that he slipped. Almost broke his leg.” *That* sounded like Ben. When Peter shut his eyes, he could see it playing out like a movie. “He was alright, but something came tumbling out his pocket, and so I picked it up, and I said, ‘Ben, what’s this?’ and he said-” She put on a deep voice: “‘-*um, uhh, um...*’ And after that, he didn’t really have to say anything.” Peter’s eyes reopened to find May smiling to herself. “I knew the question, and he knew the answer.”

May held out her hand to inspect the golden band it contained. “And that’s why, when you ask Gwen…” And then gently slipped it off. “…I want you to give her this.”

“Aunt May, I couldn’t-” Peter was a mess of contradictions tonight. If his smile was so wide, why were his eyes so wet? “T-Thank you.” He allowed May to place the ring into his palm. It was shockingly light, and considering Peter’s spider-strength, it was fragile, too. There was a little white gemstone lodged in it. Peter wanted to say it was plain, except if it was so plain, why did it make his heart beat this fast?

“I’m sorry I don’t have the complete pair.” May gave a strained smile. “I left Ben’s on his hand.” She gestured to her own hand, which now had a ring-shaped mark on a finger.

Slowly, Peter’s fist closed around the metal. He couldn’t decide on any words, and so instead he opted for a hug.

Peter shut the door behind him with a soft click, then crept down the hall back to the living loom. May had been through a lot tonight – She needed her rest.

“Hey, sis.” Peter found Reilly at the end of the hall.

“*Gah!*” But she jolted at his approach. “Geez, ninja much, bro?”

Peter blinked. “What’re you talking about?” To be honest, he was having trouble focusing on her words. Might have had something to do with the little golden band burning a hole in his pocket.

Reilly blinked back. “You were just in the kitchen.”

“No,” said Peter. “I’ve been talking with Aunt May this whole time.”

“Dude, you were in the kitchen, like, a minute ago.”

“Whatever you say…” Peter pushed past her on his way to brush his teeth – All the spider-powers in the world wouldn’t protect his gums from cavities – but the path took him across the kitchen archway. And while passing through, his peripheral vision caught a sight that made him do a double take.

“Um… *guys?*” At Peter’s call, Reilly, MJ, and Gwen all gathered to his side, with Gwen and MJ in their baggy sleepwear. “Tell me I’m not the only one who sees this.”

Peter really *had* been in the kitchen a minute ago. In fact, he was still there. Or at least, someone who looked exactly like him from behind, right down to the haircut. His jacket was a darker shade of blue, but Peter saw how that kind of detail would escape Reilly at a glance. The dude was hunched over the kitchen table with his back to them, and he seemed to be busy inhaling

wheatcakes.

The Spider-Family found themselves doing little else but staring, jaws agape, and so they simply stood there until the last pancake had been devoured.

“Sorry, guys.” The stranger set down his fork, then wiped his mouth on a napkin. “Organic web-shooters do crazy things to your stomach. Reilly knows what I’m talking about.” His voice, too, was identical to Peter’s, though it was a little scratchier.

“Please tell me you’re Chameleon,” said Reilly.

“Nope, I’m another clone!” The stranger spun around to grin at them. The sight made Gwen shriek – and Peter, too, for that matter. “Shh!” *Thwip*. A glob of webbing shot from the clone’s wrist, zipping down the hall to cover the doorknob to May’s bedroom. “Let’s keep it down, shall we? I waited till May was asleep to show my pretty face for a reason.”

Of course, when the clone said “pretty face,” he was being ironic. His face was actually the most hideous thing Peter had ever laid eyes on, though maybe he was biased seeing as it was a twisted version of his own. The left half seemed mostly intact, but the right had more in common with hamburger meat than a face. His brown eye bulged in its undersized socket, his gums revealed themselves where flesh failed to exist, and purple veins crept beneath his skin like a spider web. But what disconcerted Peter the most was how the freaky demon face looked so… smarmy.

“O-Oscorp made another clone,” said Reilly. Peter hoped the new clone hadn’t brought any feathers because that’d put Reilly at serious risk of being knocked over. “I didn’t think- T-They take six months to gestate!”

“Yeah, Warren might have, err, rushed me a bit before he died.” The clone pointed to its cheekbone. “There’s this little patch down here that doesn’t seem quite like Peter’s face if you look too close.”

“Do- Do you need our help?” Apparently, Reilly was the only member of the Spider-Family able to form words right now. She was the most used to this craziness, Peter supposed. “Did you escape Oscorp?”

“Ehh… You guys aren’t gonna like this answer, but…” The clone turned his chair so he could kick back in it as he faced them. “…Oscorp actually sent me here.”

“You work for them.” Looks like Gwen had found her voice, too, though she remained frozen beneath the archway. She didn’t have on her glasses, which was something of a mercy right now. “What, are you here to kill us?”

“Of course not.” The clone held out its hands. “Guys, it’s *me*. I’m a Peter. Why would I want to hurt you? You’re cool! In fact-” Suddenly, he stood up. At his full height, it was easier to tell what he was wearing – a red, skintight bodysuit beneath a dark blue jacket. “-I missed you, Gwen. I’ve been *begging* Mom to let me see you again.” He stepped towards her.

But Gwen shrank back, huddling nearer to the real deal.

“Mom?” repeated Reilly, cocking an eyebrow. “Tell me you don’t mean-”

“Emily Osborn’s not the person you think she is.” The clone halted his march to sigh. “If you’d sit down and listen to what she has to say-”

“Please, brother, I know she seems like the only person who can love you.” Reilly moved forward. “Warren did, too. But you have to fight it! You’ve been brainwashed-”

“Judas Traveller doesn’t brainwash people,” the clone said tightly. “Professor X probably didn’t explain it this way to you because moral grays make his hair fall out, but what Traveller really does is help people see what’s *true*.” His eyes fell on Reilly. “See, Reil, Traveller’s powers made you realize that people see you as a freak, and they always will. The fact that Peter and the others took you into their home doesn’t disprove it. They *act* nice, but deep down, they resent you. You swooped in and screwed up their lives.”

Reilly had frozen again, but not from paralysis. Her muscles were tightening.

“You made Peter’s career as Spider-Man *even more* complicated, you tore Gwen’s heart in half by making her love one Peter but not another, you put more stress on Aunt May by letting her know you exist, and as for MJ-”

Crack. Reilly’s baby brother was sent tumbling into the back wall, courtesy of her fist.

“*Okay, seriously, I don’t want to wake Aunt May.*” The clone pulled himself to his feet, wiping some kind of ooze from his bad eye. “I was hoping you guys wouldn’t resort to fisticuffs so fast, but I can’t say I wasn’t expecting it.” He turned back to them, laughing. “I never told you my name, did I? It’s Cain, as in Cain and Abel, only I’m spelling it K-A-I-N-E just to be cool.”

Peter and the others traded glances. Maybe Kaine’s sense of coolness had gotten deformed alongside his face?

“I know that’s not the most reassuring name for a guy who says he doesn’t want to kill you,” Kaine shrugged, “but it’s not that I’m *going* to kill you – It’s that I *can* if I need to, even though I don’t wanna.”

“That so?” spat Reilly. “And when they yanked you out of your test tube too early, did that make you *stronger?* Or do you think two non-deformed spider-people could beat the spit out of you, then drag you to Xavier to get de-brainwashed?”

This only made Kaine laugh harder. “Wanna find out?”

Peter’s fists clenched. “I know *my* vote, and we all have the same brain, so...”

“You want to go a few rounds? Sure.” Kaine unzipped his jacket and tossed it aside, revealing the black spider chest logo beneath. “But let’s at least be gentlespidermen about it. Meet me outside. No tricks, spider’s honor. Just fists, spandex, and webs.” With that, he slipped on a Spidey mask from his suit pocket, pitch black with red eyes, and strolled out the door, whistling.

Peter, Reilly, Gwen, and MJ were left standing in the kitchen. Their jaws hadn’t gotten any higher off the ground.

“If I never see another clone in my life-” Peter gave Reilly a worried glance. “Err, no offense, sis.”

“None taken.” Reilly wasted no time yanking off her own jacket and t-shirt to reveal the scarlet costume beneath.

Peter, too, tossed off hids clothes to free his Spidey suit. He took a worried look at his jeans, though. It wasn’t like Gwen was gonna dig through the pockets for no reason, right?

“Are you two sure about this?” asked Gwen. “I don’t think this Kaine guy would agree to a fight if he didn’t have the upper hand-”

“He’s got my brain,” said Peter as he slipped on his mask. “A twisted, evil version of it, granted,

but still, when have I *ever* had the upper hand in a fight?"

"Hey," spoke up MJ, "what do you think he'd do if you just never came outside all night?"

She didn't have to wait for an answer – Just then, Kaine stuck his masked head back through the front door. "You guys coming? If you don't, I'll tell Wolverine you wussed out."

"That does it, we're going out there." Spider-Man marched towards the door with Scarlet Spider at his side.

"What should me and MJ do?" asked Gwen.

"Call the police," said Scarlet.

"And tell them *what?*" asked MJ.

"I'll make up some story about a burglar." Gwen had already whipped out her phone.

"And make sure Aunt May's safe!" added Peter. "Maybe get some ice or peanut butter over her doorknob." He turned to Reilly. "Does that trick still work on organic webs?" She nodded. "Cool."

Spidey made sure his web-shooters were stocked, Reilly straightened her silver bracelets and scarfed down a bag of chips real dramatically, and then the two of them marched out the door. It was pitch black out, so they weren't too concerned about funny looks from neighbors.

The two of them searched the road with their Spider-Signals, but Kaine was nowhere to be found (Yes, Scarlet had her own signal that looked like her face. As far as Spidey was concerned, every hero needed one).

With their hunt fruitless, the Spider-Twins springboarded off Anna Watson's car in the parking lot and onto the roof of the house. Though, err, Spidey supposed they were the Spider-*Triplets* now. Didn't have the same ring to it.

The Spider-Signals searched from a higher vantage point. "I still don't see-" *Spider-sense tingling.*

Spider-Man spun around right in time to dodge a foot to the face. *Thwip-thwip*. What he couldn't dodge, however, was the sudden web that latched onto his chest. Spidey had only a split-second to notice the identical one on Reilly's before the two of them got dragged along across the rooftops, forming some kind of twisted spider-kite.

"I'm sure we all agree the suburbs aren't a Spider-Man's natural habitat." Kaine was bouncing across rooftops at dizzying speed, and Spidey and Scarlet were getting dragged alone for the ride. Looked like he was taking them towards the city.

This was gonna sound weird, but Spider-Man didn't mind being tethered to Kaine. Spidey was quickly back on his feet, so the web-line made it easier to keep pace with him – which was no doubt Kaine's intention.

"No hard feelings, Kaine." As the fastest triplet, Scarlet was having no problem keeping pace with their baby bro. In fact, she was starting to take the lead. "Just remember, any love taps we give you come from a place of sibling affection."

"That's weird," said Kaine. "Mine are gonna come from deep-seated resentment over you looking prettier than me." As he spoke, he stuck the ends of the web-tethers to his waist. "And for the record, when I'm in costume, my codename's Spidercide."

Spidey and Scarlet shared a snicker.

“What?” snapped Kaine.

“Nothing, nothing,” said Scarlet.

“You didn’t already engrave that on your watch or anything, did you?” asked Spider-Man as he bounced over the next rooftop. “No reason…”

Spiderc- Sorry, that’s just too stupid. *Kaine* hopped off the last building, sprinted through the grass, and then ran down the railing of a bridge across a river and towards the main city (Had Spider-Man studied his map on the way here, he’d have recognized this as the Market Street Bridge spanning the Susquehanna River).

“You guys don’t get it?” Now Kaine was running neck-and-neck with Scarlet, though Scarlet was on the main part of the bridge and thus had to flip over the occasional car. Spidey, meanwhile, was in a distant third place. “It sounds like fratricide but also, like, some kinda bug spray-”

“It sounds like a drink made with fermented apples and spiders.” Scarlet fired a web at him, but Kaine dodge-rolled under it, causing the goo to fly off harmlessly into the water.

“Ah, it’s above your heads.” Kaine fired some web-bullets as he sprinted, but Scarlet, too, dodged them… causing them to instead hit the windshield of a passing car and send it swerving out of its lane.

“*No!*” Spidey and Scarlet, naturally, moved to grab it, but they were too late – Kaine had already done their job for them. He landed in front of the car, snatched it off the road, and plopped it back down in the correct lane. The moment the vehicle was free of Kaine’s hands, its driver put the petal to the metal and sped off.

“*Finally*, a supervillain who *doesn’t* want random pedestrians hurt!” Spider-Man swung a fist, but Kaine tumbled out of the way.

“I know, right?” he said. “You should fight yourself more often.”

“We get you’re not a bad person, bro.” Scarlet Spider added some kicks to the mix, but even with both her and Spidey trying to beat the snot out of Kaine in the middle of the street, not a single hit landed. Then again, Kaine didn’t land a hit, either. Guess that’s what happened when all three brawlers had spider-sense. “Oscorp’s just manipulating you. They’re making you compromise your morals-”

“That’s funny, cuz from where I’m standing, it kinda looks like *you two* are the ones compromising morals.” Kaine dodged one last kick, then backflipped back onto the bridge’s railing. “You sure you don’t want to rejoin us, sis? You’ll get to wear one of these sweet black-and-red costumes again.”

“Yeah, sorry, no.” This time, Scarlet hopped on the railing after him. “Almost bled to death last time I wore one. Oscorp really ought to sand down all that edge.”

Now the two crazy clone kids were taking off towards the city again while Spider-Man trailed behind. He got why Scarlet was faster since she was lighter, but why was Kaine so much faster than Spidey? What, did the deformed face make him more aerodynamic? Man, it wasn’t fair. Like, how was Spider-Man supposed to remain relevant anymore now that there were a bunch of clones running around who were basically the same person as him but with cool, new, angst-inducing gimmicks? The original Spider-Man oughta outsmart ’em with some good old fashioned

superhero trickery.

“Don’t hold down the rear, bro!” Kaine called back to him. “Get up here so I can punch you! I hope you don’t think I’m gonna hold back just cuz you’re handsome.” Okay, *three* spider-themed heroes making lame quips was a little much even for a quip-glutton like Spidey.

Spider-Man was sprinting down the edge of the bridge, but the stupid tether was still tugging at him. The other two had already reached the city and wanted to web-swing, but the tethers were dragging them- *Wait.* Light bulb.

Spidey gave Kaine’s tether a nice, strong yank, then hopped off the edge of the bridge towards the drink.

“*Agh!*” As predicted, Kaine was sent flying through the air. He managed to catch himself on the edge of the bridge, causing Spidey’s tether to go taut right before he could go splash. Spider-Man spun a new web, then swung beneath the bridge with enough force to drag Kaine along for the ride. Unlike Spidey, Kaine found himself taking a dip for a second.

“Nice thinking, bro!” Scarlet crawled down to the bridge’s underside to meet him. The moment Kaine emerged from the river, climbing up his web-line, she yanked her tether one way while Spidey yanked his the other.

“*Nnngh!*” Kaine found himself getting pulled apart at the waist, and the other two seized the chance to pounce at him, latching onto the bridge’s underside to give him a flurry of punches and kicks as he dangled helplessly over the water.

It was working. A few more punches to the head, and Kaine would be down for the count-

“Alright, no more Mr. Nice Spider.” But in the blink of an eye, Kaine tore the tethers free and darted to an empty spot of the bridge’s underside. “Time for the kid gloves to come off.”

Spidey and Scarlet sprang towards him-

Thwip-th-thwip-th-thwip-the-thwip-

-but in the span of seconds, they found strand after strand of webs latching onto their bodies. It didn’t actually trigger their spider-sense, making it that much tougher to dodge, and with every successful hit, the spiders lost more and more mobility. First a pair of webs hit Spidey’s and Scarlet’s shoulders, then their knees, then their foreheads, then their torsos, and so on and so forth until they were totally encased. Spidey tried to struggle, but his joints had been stuck tight. He and Scarlet ended up dangling helplessly off the bridge.

“What the-?” It was like Kaine knew exactly where to hit. How had he done that?

“Lemme guess, you’re wondering how I did that?” Kaine attached the end of their web-pinatas to the bridge’s underside, then descended upside down on one last web of his own so he could meet their eyes. “Well, that’d be because while you guys have been squabbling over love drama or whatever-” Out of nowhere, every last drop of warmth in Kaine’s voice drained out. “-I’ve spent every waking moment of my life in intensive training. Day in and day out, Oscorp shapes me to be their superweapon, to be the progenitor of their entire clone army… whereas you guys fight like drunk hobos.”

Kaine chuckled to himself. “Of course, that clone army’s gonna be a bit farther off now that Traveller got nabbed by S.H.I.E.L.D. Oh, we know you’re the one who squealed on his location, by the way.” He gave Scarlet’s web-cocoon a poke, causing it to bob. “See, if we really hadn’t wanted Traveller to be found, we’d have sent mini-Spider-Slayers to death-laser your face while

you were sleeping in that homeless shelter or something. We let you go free with the knowledge of Traveller's location on purpose as a test. We wanted to see if you'd be a good girl and leave Oscorp alone, but boy did you earn a big, fat F."

"A-And now you're going to kill us?" Scarlet's voice had gone even higher than usual.

"What?" scoffed Kaine. "No, I told you guys, I don't want to kill you. You're cool! You're like me, only stupider. See, Oscorp never really needed Traveller. His influence on a mind doesn't wear off, and Oscorp has other ways to control people, anyhow. Yeah, Project Spider-Men has been delayed, but the thing is, that's more of a side project. Oscorp only bothered with it because you let Warren scan your brain." Now it was Spider-Man's turn to bob in midair. "Of course, I actually gotta thank you for that particular bit of stupidity since it lead to me and Reilly being born and all."

Kaine's red eyes narrowed. "But as for Oscorp's main project? Well, let's just say Oscorp is gonna be the world's next major superpower." But then his eyes returned to normal. "Anywho, let me go over your options with you guys. Option one – not trying to bias you, but this one's the most fun option – you guys agree to behave and side with Oscorp. The three of us can hang out, maybe do a karaoke night, oh yeah, and once Mom and Dad are *both* dead, we'll *inherit Oscorp's empire*."

"What?" Okay, Spider-Man had already suspected that Kaine was a few legs short of an arachnid, but now he was kinda certain. "Why would *we* inherit Oscorp?"

"Yeah," spoke up Scarlet Spider. "Wouldn't it go to, I don't know, Harry?"

"You're kidding, right?" Kaine said flatly. "Do you think Mom *wanted* Harry to get high on crazy juice, throw on a goblin costume, and try to kill Gwen? He humiliated himself – We're not trusting Harry to do his own laundry anymore, let alone run an empire. But Peter Parker…" His voice was starting to tremble. "Dad saw the potential of Peter Parker way before Oscorp learned he was Spider-Man."

You couldn't tell, but Peter had raised an eyebrow beneath his mask. "And I take it by 'Dad,' you mean Original Flavor Green Goblin?"

"Why do you think Oscorp's cloning *you*, Pete?" Kaine tapped Spidey's forehead. "Of course, I'd be happy to inherit Dad's empire all by myself, but there's nothing I want more than to keep my family together. Think about it, guys. Yes, Oscorp's done some shady things to get where it needs to go, but once *we've* got the keys, we could finally do Uncle Ben proud. No more running around the city in our pajamas, tossing the same few dozen crooks in jail over and over again."

Kaine held out his hands, though it was more a symbolic gesture, seeing as Spidey's and Scarlet's own hands were a little too sticky to shake right now. "We could give safe, comfortable lives to Aunt May, to Gwen, even to Mary Jane if you guys are factoring her into the equation now. We could make sure Harry gets the *actual* help he needs, work on a cure for whatever mind-whammy the symbiote did to Eddie..." Kaine laughed. Not an evil laugh, but a genuine one. "We could rename the company 'Spidercorp' or 'Parker Industries' or something. Picture a big old spider-logo on a skyscraper in the Manhattan skyline, right next to the Baxter Building and Avengers Tower." Kaine mimed its placement with his hands. "Haven't you always thought you deserved that, Peter?"

Spider-Man took a breath. "Yeah, I have, but-"

"But *what?*" snapped Kaine. "Don't you get it? We could *fix* the *whole world*. No more kids would have to lose loved ones because some *moron* with a *gun* needed a *car!*"

“But bro...” Spidey shook his head. “Not like this...”

“*Oh*, will you *get over* yourself?” Kaine’s words had devolved into downright snarls. “You love to go on and on about power and responsibility, but *I’m* the one willing to actually *seize* the power and *use* it responsibly. It’s Plato’s philosopher king, dude!”

“Philosopher king?” repeated Spidey. “Isn’t that a talking point Doctor Doom uses when he says Latveria should rule the world?”

“W-Well, yeah, but-” Kaine drew back. Seemed he’d lost his momentum. “-but if you actually listen to some of Doctor Doom’s speeches, he raises some really good points-”

“Yeah, that does it, you’re evil,” said Scarlet.

“Fine then!” said Kaine. “You wanna hear option two? Option two is that you guys keep trying to stop Oscorp, and then they send Spider-Slayer drones to death-laser Aunt May, Gwen, and MJ in their sleep.”

“So… Oscorp is willing to kill everyone we love?” Spider-Man said slowly. “And these are the people you want to side with?”

“*I don’t want my family to die, Peter.*” Kaine would’ve no doubt landed some spittle on Spidey’s face if not for the masks. “You don’t know what Oscorp has in store. S.H.I.E.L.D. can’t stop them. Neither can the Avengers or the Fantastic Four or the X-Men... At this point, Oscorp would have to get all-out war declared against them by Latveria or Wakanda or- or somewhere in outer space or another dimension, as if any of those places would suddenly care about some random political squabble in Manhattan. Maybe the Hulk could leave a dent in Oscorp’s plans if he was angry enough, but he’s hiding out in the Arctic right now, and I don’t really think he gives half a fart about humanity, anyways.”

“So if you can’t beat ’em, join ’em?” said Scarlet Spider. “The ends justify the means?”

“Yes!” Kaine let out a sigh, then pulled himself back up to the bridge’s underside. “But I can tell you guys aren’t gonna go for that… so let me tell you option three, the one you’re most likely to pick.” He took a breath, then said, “You guys leave Oscorp alone. Just… go about your business, catch some purse-snatchers or whatever. Oh, Oscorp did just strike a deal with Kingpin, though, so make sure you give him a wide berth – and I do mean a *wide* one. Maybe I’ll drop by for a family visit every so often, let you know when the crook you’re trying to web up is one of ours.”

“So basically-” started Spider-Man. In synch, he and Scarlet finished, “-you want us to look the other way?”

“I knew you’d take it like that.” Kaine shook his head. “Look, this isn’t the same as what happened with Walter Hardy or when Tombstone tried to bribe you. This is, like, Oscorp has a gun to the head of everyone you love, and you need to tread very, very carefully around them.”

Suddenly, he lifted Spidey’s cocoon until Kaine’s red eyes were millimeters from Spider-Man’s white ones. “Because let me tell you something, brother – If *any* of the people I love are taken away because of you, *I will hunt you down and return the favor.*”

And with that, Kaine dropped the cocoon, then crawled up the bridge and out of sight. “And that goes for you, too, Reilly!” His voice grew fainter with every word.

Spider-Man and Scarlet Spider were left beneath the bridge, rocking back and forth in the springtime breeze.

“I-I can’t move my joints.” Spider-Man tried but to no avail. These stupid webs kept them pulled taut.

“Me neither,” said Scarlet. “That’s a pretty good trick, actually. I guess Oscorp really thought up some clever stuff to do with our webs, huh?”

“Yep,” said Spidey.

Silence.

“So, uh, your organic webs don’t dissolve in an hour, do they, Scarlet?”

“Nope, they do not.”

A minute passed.

“You don’t suppose Oscorp decided to make Kaine’s organic webs work different for no particular reason, do you?”

More minutes passed.

“I hate myself,” said Spider-Man.

More minutes.

“When you say you hate yourself,” said Scarlet Spider, “do you mean you hate your evil clone for trapping us here, or, like, you literally hate yourself for being stupid enough to get into this situation?”

More minutes.

“Yes.”

End of Lesson 10

Chapter End Notes

Next Issue: Spider-Man faces his most dangerous foe yet… Doctor Doom!

Anthropogenic Impact

Lesson 11: Ecology 101

"***Probably the most visible example of unintended consequences is what happens every time humans try to change the natural ecology of a place."***

– Margaret J. Wheatley

Y'know how when some people got restless, they chewed gum or tapped their foot or bit their nails? Well, when Tony Stark got restless, he built Iron Man suits. And, much like the anxious old lady who bakes tray after tray of cookies until the combined population of America couldn't eat them all, Tony often found himself dumping truckloads of Iron Man suits into landfills right next to copies of the *E.T.* video game and *Fant4stic* Blue-rays.

And the thing about tossing out that many cookies is that it attracts raccoons.

Thwip. "Tony! I haven't seen you in forever, dude!" Spider-Man sped down Sixth Avenue on a trail of webs. Keeping up with the armored truck would've been impressive even without the schlubby guy standing at its open backend, firing repulsor blasts from the palm of a rusted Iron Man gauntlet. "Hmm, but you look different, somehow." Spidey backflipped over an incoming plasma-beam before spinning a new web-line. "Did you get new pants-?"

Thwip. But Spidey's lame joke was cut short by a web sailing past his face. And it hadn't been one of his. "*Oh no…*"

"Bro!" A certain red-and-black spider-person leaped out of the truck to swing towards Spidey. If Kaine was playing chicken, then he'd won – Spider-Man perched himself on a lamp post the moment his brother got near. "What are the odds of running into you here?" Kaine, meanwhile, perched himself on the post's opposite end, cocking his head at Spidey in the moonlight. "Small island, huh?"

Ugh, this guy. The temptation to punch Kaine's lights out was ever-rising, but Spider-Man wasn't anxious to have all his joints gummed up again. He and Scarlet Spider had spent a fun few hours dangling under that bridge in Pennsylvania last April. They'd ended up getting cut down by the local fire department, which had been extra fun because those firefighters weren't used to spandex-clad superhumans the way Manhattan's firefighters were. They'd trashed a good three or four bolt cutters to break through the webbing, and they'd kept trying to yank off the Spider-Siblings' masks and put them under arrest or whatever. Spidey had tried to explain that he and his clone sister were only there to battle their evil clone brother, but those jerks hadn't listened to reason.

And then, of course, the Spider-Siblings had returned to Aunt May's house to reassure a panicked Gwen and MJ that Kaine hadn't murdered them. At least Aunt May had slept through the whole thing. The Spider-Family had decided to leave her in blissful ignorance – The existence of the *first* clone of her nephew had been a big enough revelation for one visit.

Spider-Man watched the armored truck speed away into the darkness, easily outpacing the police cars in pursuit. "Lemme guess, you want me to back off before your friends murder everyone I love?"

"I'm real sorry, Pete." Kaine winced. Yeah, Spidey could see it was breaking his heart. "You

know I'd love to let you catch these bad guys, but the thing is, this heist is kind of important to Oscorp's plans-"

"I know the routine by now." Spider-Man turned away, firing a new web-line as far away from Kaine as it could land. He should've known this theft was one of Oscorp's. He could only imagine what they wanted with used Iron Man parts.

Letting the crooks get away made Spider-Man's flesh crawl, but what was he *supposed* to do? If Kaine's threats were to be believed, Spider-Man couldn't even go to S.H.I.E.L.D. or his fellow superheroes about this little problem without earning his loved ones some death-lasers to the face. Apparently, they were never more than three feet from a Spider-Slayer.

"Hey, if it'll make you feel better, I've been listening to the police radio, and there are, like, these thugs trying to steal fruit pies from the bakery down the street. The cops could probably use some help stopping them." Kaine gave him an apologetic shrug. "And, uh, the fruit pies aren't integral to Oscorp's plans, if you were worried about-"

"Y'know what?" snapped Spider-Man. "How about from now on, before I head out to fight crime and *save lives*, I just give you a call to make sure it's Oscorp-approved?"

The red eyes of Kaine's mask went wide with joy. "Really? That's a great idea! I can't believe you're finally cooperating with oh that was sarcasm wasn't it."

Spider-Man's own eyes narrowed. "Seriously, Kaine, if an innocent person gets hurt because you make me stop doing my job-"

"Hey, I'm your clone!" Kaine brought his hands to his chest, indignant. "I don't want innocent people hurt any more than you do. Heck, I only tag along on all of Oscorp's heists to keep an eye on things."

Spidey let out a huff. "Oh, that's reassuring coming from the guy who's been going around ripping people's faces off."

"What, the Mark of Kaine?" Kaine chuckled to himself. "Clever name, am I right?"

"Hilarious."

"I'm just leaving handprints on them, Pete! Like when the Phantom punches people with his skull ring. Nothing a dab of hydrogen peroxide can't-" Kaine held out his palm, only to recoil at the sight of it. "Eww, eww, forgot to wash the skin off my glove."

"And on that appetizing note-" Spider-Man made to jump off the lamp post.

"Bro, wait!" But Kaine's voice made him hesitate another moment. "Seriously, I know the handprint thing is creepy, but you and Scarlet are just way too soft. Haven't you ever wondered why there's still this much crime after everything you've done? The crooks *know* that all you're gonna do is bat them around and spray them with goop. Most of them don't even get convicted. Do you think the thugs in Hell's Kitchen are that bold?"

Spider-Man's shoulders sagged. "You've got my memories, Kaine – You know I've thought about all that before. And maybe you've forgot, but I swore I'd never let myself go all Frank Miller. That's not what being Spider-Man is about. I make people feel safe, not scared."

"Fine," said Kaine, "but I also know that all the things I'm doing out here… are things you've *thought* about doing. Ever since the spider bite, you've been well aware that your wall-crawling can rip flesh, that your spider-strength can squish bones like putty. But the difference between you

and me is that, well, those scary ideas nagging at the back of your head?" *Thwip*. Another web-line latched onto a building opposite the first, headed the way the truck had gone. "I've got the balls to put them to use. Maybe think about that next time you get déjà vu from the thug you web up."

With that, Spider-Man swung off, and he could only assume Kaine did the same. He sure as heck wasn't dignifying his baby brother with a glance over his shoulder.

Thwip. Spider-Man impulsively fired another web line. It took him a minute to realize where he was headed. God help him, he was going towards the stupid bakery to rescue those poor, defenseless fruit pies.

A big blue "4" loomed above the city, carved into the skyscraper's stone, just in case you'd thought this was Avengers Tower or something. The 4 was reportedly even more majestic up close, though right now, a swarm of reporters and paparazzi was keeping the Spider-Family from experiencing its full splendor. Sheesh, the Macy's Thanksgiving Day Parade didn't draw *these* kind of numbers.

Funny how, while the Fantastic Four were in another dimension battling for the fate of humanity, humanity didn't bat an eyelash (The impending threat of invasion from the otherworldly army of Annihilus the Living Death that Walks wasn't nearly as pressing an issue as the impending U.S. election, evidently), but the instant the FF contacted the Baxter Building from the Negative Zone with a message of victory, celebrations erupted in the streets. Five bucks said that if the X-Men had saved the world, it would've led to nothing but more Senate debates over exactly how many rights mutants deserved to have.

"Can you guys see anything?" Even on his tippy toes, Peter couldn't quite reach over the big fat guy in front.

"There's, like, a portal doodad right by the Baxter Building's doorstep," said MJ, straining to look over the dude's shoulder. "Think *Stargate*."

Guess being the eldest member of the Spider-Family had its advantages. MJ was a solid few inches taller than Peter, which meant she practically towered over Gwen and Reilly. The girl had really sprouted up this past year – She would've had to to become a model, Peter supposed. Of the four of them, MJ had been the first to turn eighteen, not that it made much of a difference seeing as she'd already been legally emancipated and all.

Lucky jerk. Peter's and Gwen's birthdays were still a good two months off (Technically speaking, Reilly didn't actually share Peter's birthday. Hers wouldn't be till next March). Those birthdays were all Peter could think about anymore. Currently, May's ring was wrapped in a washcloth in the back closet where Peter kept his web-fluid supplies. Gwen never checked there, so there wouldn't be any risk of her discovering it if Peter could just shake his habit of pulling the darn thing out every half hour to grin at it. At this rate, by the wedding day, he'd be refusing to let Gwen touch his precious.

Oh yeah, and also Spider-Man would be joining the Avengers once he hit eighteen. To be honest, that'd slipped his mind as of late. In fact, Peter was worried it'd slipped Captain America's mind, too. Spidey would have to pay a visit to Avengers Tower one of these days to tactfully broach the subject. Being an Avenger would be pretty cool, after all.

…Peter wondered what he and Gwen would do for the wedding, though. Gwen would probably want something small. Hmm, would it be too cornball of Peter to wear his Spider-Man costume with a tux over it?

Peter's thoughts didn't stray particularly far from that subject as the Spider-Family moved to get a better view of the Negative Zone portal. They couldn't see it any better from the other side of the street, but what they could see was a certain duo of blonde-haired guy and dark-haired girl.

"Hey, Flash, Sha Shan." Gwen gave them a pleasant wave. Wow. In Flash's pre-Sha Shan days, the idea of Gwen giving him a pleasant anything would've been inconceivable.

"I hadn't pegged you for a Fantastic Four fan, Flash," said Peter. "Uh, alliteration not intended."

"Uh, yeah, everyone's a fan of them, Parker," Flash scoffed. "They only saved the whole world..."

"But of course, Flash's first love will always be Spider-Man," said Sha Shan from behind him. She'd become Flash's unofficial caretaker, Peter supposed, at least when it came to pushing his wheelchair for him. Nowadays, it was a rarity to see one of them without the other.

Flash smiled to himself. "Man, I can't believe the Fantastic Four are coming back the day before graduation. Crazy week, huh?"

"Yeah." Gwen nodded.

"So what're you guys doing after you graduate?" asked Sha Shan. "You're all going to ESU, right? To study biogenetics?"

Peter, Gwen, and Reilly shared a nod, but the final Spider-Family member's head remained still.

"Eh, college is for smart people," MJ shrugged. "My calling's the modeling scene."

"Oh, that's cool." Sha Shan gave a polite smile. "I was gonna pursue acting a bit more aggressively. Can I expect to see you around in a year? You really breathed life into the role of Miss Forsythe. I mean, you weren't onstage for three minutes, and you stole the show. I'd hate to see all that talent go to waste…"

"Well, with me, the sky's the limit." Suddenly, MJ seemed a lot more interested in trying to catch a glimpse of that portal. "Maybe the stage will lure me back once I've had my fill of the supermodel life. Who knows?"

"What about you?" Peter glanced towards Flash.

"Oh, y'know…" Suddenly, Flash was sharing MJ's interest. "This and that. Anyways, I think I see Kong and Glory over there." With that, he gestured for Sha Shan to roll him away, but not before giving Reilly a toothy smile. "Wait, what about you, Reilly? What're you doing with yourself after high school?"

Reilly drew nearer to Peter, flushing. "Y-Y'know, just the same thing as my brother, here."

Flash cocked an eyebrow. "I thought Parker was your cousin?"

Reilly all but squeaked in horror. "That's what I meant! I mean, he's *like* a brother to- H-He's my bro!"

"Right…" As Flash was wheeled away, he murmured, "How can someone be your cousin *and* your brother?"

"I'll explain later," murmured Sha Shan.

With those two gone, the Spider-Family stood a moment in silence, fanning themselves in the sun.

"Ever notice how even though we're almost the exact same person, Flash is way nicer to you?" Peter gave his sister a look.

"Can't imagine why…" Reilly's eyes flitted to her limbs, all four of which were left exposed by her t-shirt and short shorts, seeing as Reilly wasn't anxious to give herself heatstroke.

Peter patted her shoulder. "You have my deepest, deepest sympathies. If Flash thought *I* looked cute, I'd have nightmares the rest of my life."

"What makes you think he *doesn't?*" said MJ with a grin. "You know what they say about guys who pick on you."

"Oh god, don't even put that idea in my head."

"It's alright, Pete." Reilly gave a reassuring nod. "I mean, now that the fact that I'm a chick has had time to settle and all…" She glanced away. Somehow, Peter didn't think the heat was the only reason her face was that red. "…it's a little flattering, I guess."

Well, that was an… interesting statement coming from someone with the exact same brain as Peter. But it was also a statement that Peter had absolutely no interest in dwelling on for too long. Instead, he ushered the Spider-Family through the crowd, redoubling his efforts to catch a glimpse of the portal.

"Y'know," spoke up Gwen, squeezing Peter's hand, "with everyone so focused on the portal, you could probably go change and climb up a building to see it."

"Yeah, but I didn't bring any spare masks for you and MJ," said Peter. "I'm not gonna ditch you guys." Especially not with Oscorp breathing down their necks.

Peter returned his attention to hunting for a glimpse of that portal. If he stood over this fifteen-year old blocking the way, he could almost make it out…

But Peter also noticed that, behind the two of them, Reilly seemed to have gotten a bit antsy. It didn't escape Peter how Reilly's hand moved towards MJ's in much the same manner as Gwen's had towards Peter's… or how MJ's hand then darted out of the way.

Peter let out a sigh. He couldn't help but feel bad for his sister. Reilly clearly needed someone to fill the Gwen-shaped hole in her heart, but Mary Jane might not have been the wisest choice in all honesty. Maybe it was Peter's and Gwen's fault for rejecting her feelings, but now it seemed like MJ was back to her old, anti-romance stance. Or maybe she'd never truly wanted to be an equal part of Peter's and Gwen's relationship in the first place? The kissing thing *had* seemed more like a spur of the moment decision. Peter had no idea what Mary Jane wanted, and, frankly, he didn't think Mary Jane did, either.

"Hey, is that-?" But just as Peter was feeling sorry for her, Reilly perked back up. She left MJ's side, dashing over to the side of another member of the crowd – specifically, a middle-aged Asian guy sweating beneath a white undershirt. "Mr. Li!"

"Reilly?" Mr. Li spun around, beaming at her. "It's great to see you again!" Huh, so this was the guy Reilly had gushed so much about. He did seem to be the friendly type.

"Yeah, I've been living with my cousin." Reilly nodded to Peter. "You excited to see the Fantastic Four, too?"

Mr. Li nodded. “Oh, yes, I truly admire what they’ve done for the world.” He chuckled to himself. “It’s enough to make me wish *I* was a superhero. Then I could do some *real* good.”

Reilly wrapped her arms around his waist. “You do plenty of that already.”

“I suppose you’re right.” Mr. Li hugged her back. “Still, superheroes do it in a more, err, galvanic fashion.”

But before Mr. Li could be given a proper introduction to the rest of the Spider-Family, the crowd suddenly went wild.

“It’s starting!” Gwen jolted, standing on tiptoes. “Aww, I can’t see a thing-”

“Here, lemme carry you. I got an idea.” Peter scooped Gwen up in his arms, then sprang up to the fire escape of a nearby building. “Okay, I don’t think anyone saw us. And if they did, hey, I could just have mad parkour skills for all they know.”

“This is kinda nice.” Even once the two of them were secure on the railing, Gwen failed to release her grip on her boyfriend. “Our own private viewing area.”

“Heh, yeah.” Sheesh, there was an interdimensional portal opening up in front of the Baxter Building, and yet Peter was finding it hard to tear his eyes away from the girl in his arms. It took a great effort, but he eventually managed it.

MJ hadn’t been kidding about the thing looking like a *Stargate* knockoff. It was a giant, metal ring connected to a whole bunch of wires and tubes and other crazy sci-machinery that even a science geek like Peter couldn’t identify. The crowd looked like it wanted to get up closer to the thing, but they were stopped by a white, translucent forcefield bubble surrounding the structure.

Just then, to the crowd’s delight, something shot out of the portal. Something long, white, and metallic with a blue “4” logo painted on its hull. The Fantasticar touched down amid cheers, and then out stepped four people who, even at a distance, couldn’t possibly be mistaken for anyone else on the planet. There they were in their skintight blue costumes and/or shorts, looking all stretchy and fiery and rocky.

“I am happy to announce,” bellowed Mister Fantastic, stretching his neck up over the crowd like that chapter from *Alice’s Adventures in Wonderland* that’d traumatized Peter as a kid, “that our planet is safe once again!” That sky blue costume must’ve had a built-in mike around the neck.

The crowd was losing its mind here. Kinda reminded Spider-Man of an observation he’d once made – No one ever threw *him* a parade. Ah, well, he didn’t need one. He was happy enough with the blushing beauty in his arms. Still, though, Kaine’s vision of a spider-themed tower in the skyline was a hard one to shake. If only it didn’t have to be an *evil* tower…

“It’s hard to believe we’ve been gone almost a year,” Mister Fantastic continued. “Eleven months and twenty-three days, to be exact. I swear it doesn’t feel like it’s been that long… Of course, that might have something to do with the fact that time moves slower in the Negative Zone.” The crowd laughed at the remark more out of politeness than anything.

After that, Mister Fantastic, Invisible Woman, Human Torch, and the Thing moved to a podium at the edge of the forcefield so they could answer questions from the many, many reporters gathered at the opposite side.

“What was Annihilus like?” asked one reporter.

“Kind of dorky, to be honest.” Human Torch shrugged – though when he wasn’t on fire, Peter

supposed he was just regular old Johnny Storm, blonde pretty boy extraordinaire. “Even in other dimensions, all the bad guys are green and purple. What’s up with that?”

“Were you scared?” asked another reporter.

“Thing bawled like a baby the whole time.”

“*So did you,*” Thing muttered in range of the mike.

“Does anyone have any more, err, technical questions?” asked Invisible Woman, placing herself between the two boys – though when she wasn’t invisible, Peter supposed she was the Visible Woman.

“Yes, I have one.” A different reporter stepped forward. “Is it true that if its infrastructure was compromised, your Negative Zone portal could explode and bathe everyone in the blast radius with interdimensional radiation that would no doubt mutate us into superpowered freaks?”

“What?” scoffed Visible Woman. “Don’t be ridic-” The words halted the moment she caught sight of her husbands face up above. “Um… Reed?”

“Well…” Mister Fantastic arched his neck, snakelike, until his head was parallel with his girlfriend’s. “Technically speaking, the reporter is correct-”

“*Reed!*”

Behind the couple, the crowd gasped.

“-and obviously, I would rather have constructed our portal far from civilization, except that this portal would be unspeakably dangerous were it to fall into the wrong hands, and so I couldn’t risk it leaving the Baxter Building.” Mister Fantastic turned to address the crowd once again. “Yes, if the portal’s safeguards were to all suffer catastrophic failure, it would explode, emitting a wave of a special radiation that I’ve dubbed ‘Negative Energy’ – not be be confused with the physics concept. This is a kind of radiation that, as far as I’m aware, exists only in the Negative Zone, a dimension where the laws of physics aren’t quite identical to the laws found here on Earth Two-Six-Four-Nine-Six. While I haven’t been able to study it in any kind of depth, I’ve hypothesized that a human being exposed to this Negative Energy would mutate in wildly unpredictable ways, which is why my teammates and I wore specialized spacesuits for the duration of our stay in the Zone.”

“Yeah, we been mutated enough fer one lifetime, thanks,” Thing said flatly.

Suddenly, the crowd wasn’t quite as eager to inspect the portal up close.

“But you have nothing to fear, I assure you!” Mister Fantastic hurriedly added. “The portal has been placed behind these four reinforced generators to create an impenetrable barrier-” He gestured to the machinery resting at each corner of the big, white forcefield bubble. “-based on the fields generated by my lovely *fiancée*, of course.” His neck stretched enough for him to peck Visible Woman’s cheek from up high.

And that, of course, was enough to get the crowd whooping and hollering again.

“Wow, they’re getting married?” Back at the fire escape, Peter turned back to his own blonde significant other. “That’s pretty cool, isn’t it? I mean, w-what a great concept, right? A superhero proposing to his girlfriend-”

“What was that they said about the portal exploding?” Dang it, how was Peter supposed to gauge

Gwen's feelings towards marriage when she was focusing on tangential details?

Back at the podium, the Fantastic Four were finishing up their interviews.

"Well," began Mister Fantastic, returning his neck to its normal shape, "if there are no further questions-"

"I have a question." Yet another reporter came forward, shoving her microphone to the forcefield's edge. "Do you feel guilt, Reed Richards?"

Mister Fantastic blinked. "Pardon?

"A crushing guilt?" Another reporter stepped forward, standing shoulder-to-shoulder with the first.

"A weight that bears down on your shoulders every day?" Then a third.

"Every moment of your miserable existence?" And a fourth.

Back behind the bubble, Thing let out a groan. "Oh fer the love uh-! We ain't even been back in this dimension five minutes."

"A guilt that allows no relief?"

"No rest?"

"Only crushing despair at the atrocity of the crimes you've committed against your better?"

By now, almost half the reporters had joined in the chant, plus some members of the crowd. And the moment each one spoke, their eyes glowed neon green.

"The utter hubris that led you to ruin a man's life?"

"To mutilate his face?"

The words reverberated across the crowd, even when they came from the people without microphones.

"No, we do not think you do." The final speaker stepped forward, just some average Joe. "But you will, Reed Richards. You will." Well, he *had* been an average Joe until his whole body folded inside out to become a silver-and-green android. In fact, the freaky death robot look seemed to be in vogue around here – All the other glowing-eyed crowd members were copying it.

Back at the fire escape, Peter was seizing the distraction to throw off his civvies and throw on his mask. "Gee, I hope Mysterio filed his patent in time." Before Gwen had time to speak, Spider-Man scooped her up in his arms and pounced into the air.

"What about MJ?" Gwen skimmed the crowd below as the two of them swung over the chaos.

"I'm sure Reilly's got the same idea as me. And we share a brain, so I do mean that literally." Spidey didn't stop moving until the Baxter Building was far behind them, at which point he finally touched down on the sidewalk. "Don't stop running until- Actually, just don't stop running. I've got some evil robots to fight, apparently."

"Be careful."

"You, too."

Gwen gave him one last hug, then sprinted off in the opposite direction.

Alright, Gwen was safe. At least, Spider-Man sure hoped she was. He doubted the robots would come this far away – They obviously had a personal beef with the Fantastic Four. Thus, Spidey swung back to the Baxter Building, landing on a nearby rooftop overlooking the crowd below.

By now, the crowd was in a state of utter panic, but they weren't actually fleeing. They probably would've liked to, though, if they hadn't been surrounded on all sides by silver-and-green Terminator knockoffs. Looks like Gwen had been one of the lucky ones.

But that wasn't the only thing freaking the crowd out. During Spidey's absence, a giant, jagged, distinctly evil-looking jade-colored aircraft had appeared over the building. It definitely hadn't been there a minute ago, but whether it'd cast off its cloaking device or just swooped in real fast, Spidey didn't know.

But Spidey could at least hazard a guess as to who the jet's owner was, especially seeing as the guy was standing right at the edge of its opened entrance, overlooking the Fantastic Four below. The intruder was tall, broad-shouldered, and covered in metal, but what set him apart from the robots was the flowing emerald cloak… plus the iron mask over his face, shaped almost like a skull.

Spider-Man knew who he was, of course. Everyone on the planet knew who he was. The man had personally made sure of it. And that wasn't hyperbole.

"You have shown the utmost insolence, Richards…" The newcomer's voice was deep, distorted, and scratchy, and it carried a thick Latverian accent. "…stepping foot into Doom's dimension again after what you did."

"*Doom's* dimension?" Spider-Man repeated from the rooftop. "I… I'm speechless." Doctor Doom made Doctor Octopus look humble.

"Is now really the best time for your petty grudge, Victor?" Mister Fantastic called up to him. "There are innocent people here-"

"Yes, there are." Doctor Doom snapped his metal fingers, causing the forcefield generators to explode and the bubble to wink out. How had he-? Y'know what, that didn't even need an explanation. He was Doctor friggin' Doom, that's how. "What would your ultimate humiliation be without those to bear witness to the true extent of your failure? Those to suffer at the hands of your vanity, as Doom has suffered?"

"Yer face got singed!" yelled the Thing, cupping his mouth with his thick, rock-covered fingers. "Poor you!"

Doom's icy blue eyes, visible through the slits of his mask, flitted towards Thing. "Your prattle is tiresome. Doombots, if you'd please."

Without further ado, a good dozen or so robots advanced towards the Four.

"Oh yeah?" Thing stepped up to them, cracking his stony orange knuckles. Spider-Man knew they were mindless automatons, he could swear the Doombots hesitated at Thing's approach. "Well, you guys ain't booked an appointment or nothin', but since I'm such a good guy, I think I can pencil ya in fer a four o'clock *CLOBBERIN' TIME*."

Wham. Doombot chunks were sent sailing through the skies.

"Dude, quit trying to force a catchphrase," said Johnny from Thing's side. "They never stick.

Flame on!" A swell of flame erupted to scorch another handful of bots.

The Human Torch rose into the air, scorching waves of Doombots with every swish of his arms. "Geez, Vicky, you'd think since you're such a genius, you'd have fireproofed these bots by now-" But Torch was so busy boasting that he didn't see the Doombot creeping up behind him on the ground, its hands crackling with green plasma.

"Johnny-!" Spider-Man started to cry a warning… but it turned out he didn't have to.

"Whoa!" Johnny found himself tackled out of harm's way by a scarlet blur – though he managed to flame off in time before it became a *black* blur.

Johnny and his rescuer fell away from the podium and onto the city streets, where they rolled over the pavement together among fleeing citizens. As the rolling came to a halt, Johnny ended up pinned to the pavement by a certain spandex-clad clone lady.

"Are you okay?" Scarlet asked, breathless.

"Y-Yeah," Johnny managed. "You're lucky I didn't deep fry you just then."

"Well, I didn't want you to get zapped…"

The two of them held their pose for a second.

"I'm Johnny. Johnny St-"

"I know who you are, thanks."

"Cool." Johnny arched his brow. "So do I get to know who *you* are?"

"Oh, I'm Sparlet Scider- *Scarlet Spider.*" It took Scarlet another second to realize that she ought to remove herself from his person. "I-I'm new."

"Yeah, I think I'd remember seeing you before." Johnny showed off his perfectly straight teeth. "Wow, Manhattan should get new heroes more often."

"Ah ha ha ha…"

"*You gettin' up sometime this century, Casanova?*" came Thing's voice from the distance.

"Oh yeah, we should get back to the battle." Johnny hurriedly returned to his feet and flamed back on.

"Right, right." And with that, Scarlet swung off to deal with another squadron of Doombots.

Back on the rooftop, Spider-Man was left gawking. So now his clone was making eyes with-? He shook himself out of it. More important things to be worrying about right now.

Spidey could always hop down to the street to help with the Doombots, but so long as he was up here, why not swing for the fences? Doctor Doom surely wouldn't be anticipating him, and, hey, Spider-Man had beaten Mysterio, right? How different could this be?

Thwip. Spidey latched a web onto the jade hovercraft, then swung himself towards its opened entrance. "'Scuse me, Mr. Von Doom sir, I just wanted you to know how stunning and brave you are to wear that dress in publ-" The way his spider-sense reacted, you'd think a meteor was headed for Earth.

Bzzt. Spider-Man wasn't within five feet of his shiny metal assailant before an electrical shock ran through his whole body. A split-second later, he was sailing through the air, and a split-second after that, Spider-Man was resting in a crater in the road. "*Okay…*" He struggled to free himself. "*I deserved that one.*" He was pretty sure that'd been some sorta automatic, proximity-based bug-zapper around Doom. The guy hadn't even noticed Spidey's existence.

"Listen to me, Victor!" the Invisible Woman called out to the jet. "I know you respect my opinion the most out of the Four." Indeed, the Doombots' plasma-blasts were staying within a conspicuous radius of her, despite how many of them she was vivisecting with her forcefields. "Can't you see you're wasting energy on this feud that could be spent on the betterment of humanity?"

"On the contrary, Susan-" Back on the platform beneath his jet, Doom stood with his hands folded behind his back. "-the man who calls himself your fiancé is the single greatest obstacle to Doom's quest to correct this disorderly planet." He held out a gauntlet, and not to fire a plasma bolt. "Choose a worthier man, and together, you and Doom shall be the salvation of humanity, fulfilling Plato's vision of the philosopher king and queen."

Ah, there was that thing Kaine had brought up before. Spidey shook his head as he peeled himself out of his crater. He could almost see how a twisted version of his own mind would gravitate towards Doom's views. After all, Peter's biggest idols were scientists, and, well, Kaine no doubt empathized with Doom's whole face situation.

"You know I would love to discuss philosophy with you, Victor-" Mister Fantastic's torso stretched to shield a bystander from an incoming plasma bullet. "-if we were sitting in armchairs with a stack of textbooks and a pot of coffee!" Out of all the heroes present, Mister Fantastic was easily doing the most good. His body wove an intricate web over the battlefield – His every movement was carefully calculated to smash the weak points of Doombots and ferry citizens to safety. Really impressive stuff. Also unspeakably disgusting.

"It is far too late for *that*, Richards." In one unbroken stride, Doctor Doom stepped forward off the edge of his ship, descended downwards via some *I Can't Believe It's Not Iron Man* booster rockets on the bottom of his metal boots, then landed on the pavement to take another step towards the Negative Zone portal. Spider-Man had to give him props – Ninety-nine percent of superhumans would've gone for the three-point landing, but Doom had stayed classy. "You surrendered your chance at diplomacy the moment you sabotaged Doom's life's work."

"*You miscalculated, and I tried to warn you-*"

"*That is an IMPOSSIBILITY!*" Doom's voice reverberated across the street. "You insult Doom's intelligence with your egotistical lies. If Doom wished it, you would be dead where you stand, but that would not be nearly enough to bring Doom satisfaction. You should have prepared for this day, Richards. You should have realized that in your months-long absence, Doom was ever-plotting your demise, readying his forces to strike you at your most vulnerable moment, the moment of your return from the Negative Zone. You and your comrades are weary from your meaningless squabble with an inferior foe-"

"We were stoppin' an all-powerful warlord from invadin' Earth!" snapped the Thing, who was currently off to the side, wrestling three or four more Doombots. "If it hadn't been fer us, there wouldn't *be* a planet fer you ta take over-"

"Bah!" spat Doom. "Dealing with that weakling Annihilus would be *beneath* one of Doom's capabilities."

"Whatevva you say, pal."

But Doctor Doom was right about one thing, at least – The Fantastic Four *had* been weakened by their journey in the Negative Zone. They couldn't have been expecting Doom to invade American soil unprovoked like this. Spider-Man was starting to worry this battle wouldn't end in the good guy's favor.

At any rate, Doom had proven himself to be way out of Spider-Man's league, which meant the Web-Head's efforts would be better spent getting citizens to safety before Doom blew up that portal. There were way too many people for Spidey to ferry them one at a time, though, which meant he needed to redouble his efforts to thin out those Doombots.

"Hi, I'm from tech support!" Spidey swung into a group of bots like they were bowling pins, then backflipped off his web-line, landing square on the face of another bot. "Here, let me try turning you off and on again." His fist sailed clean through yet another robo-face. "Ooh, I think I found the problem."

Geez, he hoped he wasn't making Human Torch jealous because Spider-Man was *on fire.* Wave after wave of Doombots collapsed into scrap metal before him. It must've been because his jokes were so clever. Really, though, robots were about the only enemies that Spider-Man didn't have to hold back on. It felt *great.* It was almost enough to make Spidey see why the harsher MO appealed to Kaine.

But something funny was starting to happen. At first, the Doombots hadn't paid Spidey any particular amount of attention, but the more of them he felled, the more of them seemed drawn to him. Now there were a good several dozen bots all coming his way, plasma-blasting palms at the ready.

Then, the Doombot at the head of the group announced: "*Assessing combatant… Projected threat level increased from Zeta to Epsilon. Use of greater force suggested.*"

"Hey, Epsilon on yer first fight!" called out the Thing. "Not bad fer a rookie!"

"Thanks," Spider-Man said faintly. "I'm-"

Oh, I'm not even gonna bother tingling this time, said his spider-sense. *You're beyond saving.*

Wham. A solid wave of green plasma sent Spidey soaring through the air like a majestic eagle, only eagles didn't usually crash through walls a la the Kool-Aid Man.

"...*flattered.*" Spider-Man found himself crawling out of another crater, this time surrounded by broken glass and building rubble. Was he indoors now? And judging from the view from the hole in the wall behind him, that blast had sent Spidey up more than one story. Had he landed in the Baxter Building? So what room was-?

The very act of inspecting his surroundings lost Spider-Man his train of thought. The best way he could describe it was, like… picture the Bronx Zoo. Now picture the Bronx Zoo while you're on a really, *really* bad trip. Teeth. Tendrils. Pointy things that humanity didn't even have words for. Some looked like lizards, some looked like bugs, some looked like octopuses, and some looked like the illegitimate offspring of all three. The creatures sat in exhibits behind large display windows, staring at Spider-Man as he pulled himself to his feet in the midst of the sterile, barren center chamber.

What *were* these things? Had Mister Fantastic taken up dog breeding as a hobby and gotten a little carried away? Had he got drunk one afternoon and decided to make Pokémon real, but then halfway through he'd mixed up his Pokédex with his Necronomicon? That would at least explain why one of the unholy abominations against nature was a dead ringer for Donald Duck. No, wait,

sorry, that wouldn't explain that at all. Nothing could.

Worst of all, Spider-Man barely had time to bathe in existential horror before a squad of Doombots flew up through the hole in the wall, landing across from him in the center of the Eldritch Zoo.

"B-Back for another beating, are we?" Spider-Man wasn't sure if there were eight of them or if he was just seeing double.

But luckily for our brain-damaged hero, the Doombots ignored him for now. Instead, their glowing green eyes cautiously skimmed the environment. Geez, even the soulless robots were freaked out by this place.

"Lifeform of threat level Beta detected," one of them said. Y'know, Spider-Man had always found it weird that robots would speak aloud like people did. Wouldn't it be more efficient of them to communicate over, like, a wireless signal or something? Then again, Doom did seem like the type to be affronted if his opponents didn't understand his schemes in the fullest detail possible.

The head Doombot turned to a pair of exhibits. Both of them seemed to be terrariums of sorts – large, rectangular chambers covered in rust red soil, like little chunks of Mars. "Two Klyntarian symbiotes. Health is… feeble."

"Given proper nurturing," said another Doombot, "they could be a valuable asset to Doom."

Wait, had they said "symbiotes?" Hoo boy.

"As amazing as the mental image of Doom nursing a symbiote back to health is-" Spider-Man pounced at them, but it was no use. A wave of plasma-bolts sent him tumbling backwards, lest he share the same fate as the terrarium's glass – that is, getting shattered to pieces. Actually, though, the shards didn't crack quite like normal glass would. Probably some crazy sci-fi substance Mister Fantastic had whipped up. Of course, if the Doombots could shoot through something like that, what did that say about the chances of a guy in spandex?

"*Intruder alert! Intruder alter! Security H.E.R.B.I.E.s to the rescue!*" A squad of H.E.R.B.I.E. drones flew into the room from a vent in the wall. They looked just like the medical H.E.R.B.I.E. Spidey had befriended, only the medical version hadn't been equipped with laser turrets bigger than Spidey's head.

The drones shot down a couple Doombots in some sweet robot-on-robot action, but it was too little, too late. The terrariums had already been cracked open, and some unmistakable black and red oozes were emerging.

"No you don't-!" Spider-Man started towards them. If he could whip up a web-sac real quick, maybe he could catch-

"Bro!" But then someone else sprang into the room through the gaping hole in the wall. Someone dressed in scarlet spandex. "Everything okay in here?"

"*Scarlet, wait!*"

Too late. Scarlet Spider had taken a single step towards Spider-Man… and straight into a red puddle waiting for her.

"*What the-?*" She stumbled back, flailing as the goo engulfed her.

Spidey tried to run after her… only for his own little puddle to latch itself onto his heel. “No! Bad symbiote! I don’t love you anymore!”

Spider-Man scarcely had time to think *Here we go again…* before his eyes were covered in black.

Invasive Species

The world was a void of dark crimson, filled with a smoke that swirled around Peter's head, around his thoughts, making them slow and muddy. He'd… He'd been here before. But when…?

That's when Peter caught sight of the massive spider-webs that spanned the void. Oh, right, now he remembered. This was a little, err, vacation home he'd popped off to the Thanksgiving before last. And if he was here again, then Peter would no doubt receive a visit from a talking black turd any second now. Might as well get a head start setting up the mental antivirus software, which in this confusing metaphor meant focusing on positive emotions.

Peter shut his eyes. Last time he'd done this, he'd thought of *all* his loved ones. All the people in his life who cared about him. But this time, it was mostly just Gwen. One smile from her could ward off a million symbiotes.

Right on cue, a swirling black mass flew towards him. Peter readied his happy little thought, and then…

"*Please, please, no, you can't! We need you, Peter!*"

...the black-suit Spider-Man plopped down before him, hugging Peter's ankles and sobbing hysterically.

"Oh, wow." Peter stepped backwards, dragging the black-suit Spidey across the floor (or, uh, whatever kind of ground an imaginary void in the center of one's mind would have). "Not to criticize, but I feel like your last sales pitch was a little more… What's the word? Dignified."

"*You don't understand.*" And now the black-suit Spidey was climbing its way up Peter's waist. Well, this was the most homoerotic the symbiote had ever been. Which was saying something. "*Our kind is nothing without a host. We've spent months here alone. Months!*" The symbiote's voice was back to sounding like Peter's own, only now its tone was less creepy and more like the pitch Peter's voice had always gone whenever Harry had made him do the parrot levels in *Donkey Kong Country 2*. "*We're losing our mind, Peter!*"

"I'll say." Peter found himself shaking his head. He couldn't believe it himself, but he actually felt the tiniest shred of pity for the Venom symbiote. It was like the parasitic alien equivalent of the ex who calls you out of the blue to say they miss you.

But then Peter remembered Venom had tried to kill Gwen, and those shreds evaporated pretty quick.

"*That was a horrible mistake, Peter! We would never hurt Gwen again.*"

Peter jolted, covering his temples with his palms. "Hey! Stay out of my head!" His privacy had been invaded enough by Madame Web…

"*We were an infant on a strange new planet.*" By now, black-suit Spidey's hug had traveled from Peter's waist to his shoulders. "*We had no sense of perspective, b-but the stretchy man has been teaching us about your human ethics. We can be good.*" With a sudden push, he pinned Peter to a spider web, drawing in closer until their faces were inches away. "*We can be together again.*"

Peter groaned. "Yeah, because my love life wasn't complicated enough already."

"*You need us, Peter.*" A black palm touched Peter's chest. *Agh*, it was cold. "*You're not strong*

enough to defeat Doctor Doom on your own."

"You…" Peter's eyes squeezed shut again. "…actually have a point there. We- We can bond for now." But then they shot back open, and he jabbed a pointer finger in the black Spidey's face. "But as soon as Doom is scrap metal, I go back to daydreaming about proposing to my girlfriend."

"*Hsssss! Don't think about that! It burnssss!*"

"Alright, alright, sorry." Peter took a breath. "Let's just get this over with."

In the span of seconds, black-suit Spidey went from recoiling to laughing. It sounded almost childlike. "*Yes. Yes! We have a host!*"

Peter couldn't help but wince as the palm on his chest melted into goop. A goop that slowly encased his entire body. But this time, when it covered his eyes, instead of suddenly finding himself standing in a trippy dream world, Peter found himself standing in… a trippy dream world. No, wait, it was just the Eldritch Zoo again.

The first thing he did upon waking was look down at himself. As he'd feared, Peter was back in black, complete with a big white spider-logo that spanned his whole chest. The symbiote had even added white squares to the back of his hands – to remind Spider-Man that it preferred to shoot webbing from there instead of the wrists, he supposed.

Now, first order of business was to make sure their child- *Spider-Man's sister* was okay.

"Scarlet?" Spider-Man ran to her side… where he discovered a pile of silver and green confetti at her feet.

"Oh, hey, bro." Scarlet Spider nodded to him. Her costume had become identical to Spidey's own, only blood red instead of black. "Just, uh, took out those robots for ya while you were busy."

"Uh, thanks..." Wait, were some of the metal shards in the confetti pile colored white? "So… what happened to all the H.E.R.B.I.E. drones?"

Scarlet stared at him. "They left."

"Oh. Okay."

We do not believe our child is being entirely truthful with us, said a little voice in Spidey's head.

Wow, really? he said back. *You're justifying our bonding already.*

"But hey, what are we standing around here for, right?" Suddenly, Scarlet Spider made for the gaping hole in the far wall. "Let's get back outside to all those helpless people. So we can save them."

"*Scarlet.*" Spider-Man started towards her. "Why don't we get that thing off you first?"

"Phht, don't be such a worrywart." Scarlet held out her hands as she continued to back towards the exit. "I've got just as much symbiote-wrangling experience as you, remember? I'll flood Carnage here with positive emotions as soon as we've gutted Doctor Doom and made him beg us to yield."

There was a moment of silence.

Scarlet blinked. “I just said, ‘as soon as we’ve captured Doctor Doom and handed him to S.H.I.E.L.D., didn’t I?”

“Um...”

“*Well no time to worry about that now gotta go be a superhero bye!*” With that, Scarlet Spider pounced outside. The moment she was gone, a squad of trembling, hardhat-wearing H.E.R.B.I.E. drones emerged from hiding to repair the wall.

“Ah, crap.” Spider-Man sprang after his sis. He’d really been hoping Cletus Kasady’s murderous insanity wasn’t contagious, but it looked like his symbiote had come down with a bad case of it. Now not only did Spidey have to fight Doctor Doom, but also Scarlet Spider-Carnage? Scarnage? Sparnage? Uh, he’d just stick to Spider-Carnage.

Thwip. An extra-long, black web-line erupted from Spider-Man’s hand. It actually flipped around in midair to latch onto the Baxter Building behind him, letting Spidey safely lower himself to the street, and then slithered back into Spidey’s hand. Wow, he’d forgotten just how useful the symbiote could be. Maybe staying bonded with it wasn’t such a bad idea after-?

Nice try, thought Spider-Man.

Aww… thought the symbiote.

From the looks of things, Mister Fantastic and Invisible Woman were evacuating the last few crowd members while Thing and Torch weathered down the remaining Doombots. This was lucky because it meant there was only one major target left to catch Spider-Carnage’s attention.

“I hear you like to use robot doubles, Mysterio-style-” Spider-Carnage perched herself atop the Negative Zone portal, then fired a red tendril towards Doom’s back. “-so I’m gonna have to make *real* sure you’re flesh and blood.”

“Scarlet, wait, he’s got a-!” Spider-Man tried to tackle her out of harm’s way, but it was too late.

Spidey had expected the proximity-shield to spring back up, but instead, what erupted from Doom’s suit was a deafening screech. Its howl was almost dwarfed, though, by the ones the symbiotes emitted. Spidey and Scarlet fell to the pavement, clutching their ears as masses of black and red slime struggled to stay attached to them.

No! NO! The black one, in particular, was making a valiant effort. *We. Cannot. Be. Alone. Again!*

God, the symbiote had been understating when it’d called this unpleasant. Spider-Man tried to pull himself to his feet, but the wave of sound knocked him back down.

Finally, after several agonizing seconds, the screech cut off. Doctor Doom had *been* facing Mister Fantastic, but now, for the first time, the Bucket-Head’s attention was on the spiders. Once Spider-Man’s ears finally stopped ringing, he managed to catch the tail end of Doom’s obligatory monologue:

“...truly believe the brute force of exotic aliens was all that was required to land a scratch on Doom?” Doom strolled unflinching towards the horrible death-monsters. “There is not a creature in the multiverse that Doom does not know how to kill.” He held up a gauntlet that crackled with green plasma. “The greatest of your efforts amount to exactly less than nothing. Before Doom, you are microbes, specks of dust that exist because God *allows* it.”

Was it Spider-Man’s imagination, or was everything around him getting awfully bright? And hot?

But just as Spidey was closing his eyes and letting his head rest on the concrete, a bouncy voice called out, "Hey, Victor?"

Doctor Doom's head snapped towards the voice's owner.

Mister Fantastic had stretched his head into view, alongside an arm so he could wave at Doom. "If you're God, what does that make *me?*"

"*Richards.*" The gauntlet switched its target… only for it to go dead. The glow and the heat vanished as if a lightswitch had been flipped. "*What trickery is this?*" Wow, for all the times Doom had plastered his chrome mug on the news, this was the first time Spider-Man had ever seen the guy lose his cool.

"Oh, while you were talking just now, I threw together this jamming device with spare parts from the Fantasticar." Mister Fantastic gestured to a handheld metal box in his stretched-out fingers. Out of context, Spidey would've thought it opened his garage door. "I haven't actually had a good look at that new weapons system of yours, but knowing you, I was able to make an educated guess as to its inner workings."

"Ah, but your luck has run thin, Richards." Doom marched towards him, shoulders square. "Doom's proximity shield is all the defense *and* offense he requires." As he got in range, his green forcefield bubble roared to life… before petering off into death.

"*Explain yourself!*" Okay, Doom's face right now was gonna be the funniest thing Spider-Man would ever see in his life barring Jameson's mustache catching fire someday.

"Oh, I've known how to disable that one all along." Mister Fantastic shrugged, though it was hard to tell when his body was way off in the distance. "I've just never needed to before now."

"Doom requires no toys to defeat you, you arrogant fool!" Never one to be deterred for long, Doom threw out his arms, causing his hands to glow with swirling crimson light. "For he can call upon the blackest of arcane arts to damn your soul to pits of hell far deeper than even *it* deserv-" Right on cue, his magic winked out, too. "*What is it THIS time?*"

"I actually thought you had me there for a second," said Mister Fantastic, chuckling in relief, "but then I remembered I still have this charm-proof stone Stephen gave me." The aforementioned stone emerged from the folds of his rubbery forehead. It looked like an amber jewel encased in a ring of metal carved with ruins.

Oh, okay, magic existed. Just add that to the pile of things going through Spider-Man's head right now.

Beneath his mask, Doom's eyes were visibly twitching. "Charm-proof st-? THERE IS NO SUCH ITEM IN ALL OF CREATION!"

Mister Fantastic's eyebrow went impressively high up his face. "You didn't know about those? That's funny, Stephen made it sound like they weren't that uncommon as far as basic magical protection goes, but then I guess you've never studied under the Ancient One-"

"*Richards.*" The word was pronounced through gritted teeth.

"And before you say anything," added Mister Fantastic, "yes, I know you're actually a Doombot, and I know you're about to self-destruct. In fact-" He scratched his jiggling chin. "-if Victor had come here in person, I suppose he could've used stronger magic instead of channeling his energy through a vessel, and then he might have stood a chance of-"

"*RICHAAAAAAAAAAAAAAAAAAAARDS!*" The louder he screamed, the brighter Doom glowed, burning brighter and brighter until he was pure white.

Wait, said the Venom symbiote, *what did the stretchy man say right after the part about this being a Doombot?*

Let's not stick around find out. With a sudden second wind, Spider-Man fired a web-line all the way to a distant rooftop. The moment it latched on, the black tendril tugged Spidey out of harm's way, right in time to avoid the massive fireball.

"Th-That was too close…" Spidey remained on the wall a bit longer to catch his breath. It was a good thing he'd had the symbiote there to warn him, or he'd be dead right n-

Yeah, no, I've got spider-sense. I'd have been fine.

We feel like you're not meeting us halfway, here, grumbled the symbiote.

They could sort out their differences later. Right now, they had to check the explosion's aftermath. Spider-Man skimmed the area from above with his milky white eyes. Looked like Spider-Carnage had had the same idea about perching on a distant rooftop. Meanwhile, the rest of the people near the portal had gone unscathed thanks to some quickly-conjured forcefields from Invisible Woman, so now all the other Doombots had been finished off while Spider-Carnage seemed to be resting for a moment. But then why was Spider-Man's head still tingling like mad?

That's when it hit him – the Negative Zone Portal. The blast had left it with a number of disheartening cracks, and the way it was shaking like an over-boiled kettle didn't inspire confidence, either.

"*Everyone get back!*" Immediately, Invisible Woman dropped the other fields to whip up a big one around the portal. Whatever people had lingered behind at this point began stampeding to safety… all save one.

It was a toddler, and from the look on his face, he'd gotten separated from his family. Now he was standing there, dazed and panicked.

"*Kid, get down-!*" Spider-Man swung towards him.

But before he could even get close, another man dived in the way, shielding the kid with his body. And before Spidey could grab either of them, his spider-sense hit its apex.

Krackashoom. In a blast of light, the Negative Zone portal burst like a pimple, but unlike the Doombot, it didn't erupt into a fireball. Instead, it sent out a wave over the area, bathing everything in its radius in a brilliant swirl of white and black. As the eruption neared the borders of the forcefield, Invisible Woman let out a cry of agony.

"*Susan!*" Mister Fantastic tackled his fiancée, wrapping his body around hers until any exposed skin from either of them was covered by his costume.

And then the bubble quite literally burst, and the cascade of Negative Energy washed over them all.

"*Gah!*" The heat of it knocked Spider-Man from the air, and this time, the symbiote didn't bail him out. *Wham.* Spidey left a crater in the pavement. Ugh… Maybe he should've been more appreciative of the symbiote after all – and for once, that wasn't it putting words in his head.

What IS this? the symbiote mentally howled. *We feel… strange…*

But after a few painful seconds, the wave subsided, and the world around them went back to normal. Hmm, didn't look like anyone had been mutated. Spidey didn't suppose it was too much to hope the radiation had just given people cancer instead of mutating them into horrible monsters for once, was it?

"Venom?" Spider-Man pulled himself to his feet, dusting off his slimy black threads. "You okay?" Wait, since when did he care if the homicidal space alien was okay? Well, it *had* shielded Spider-Man from the Negative Energy, but- but it was probably just desperate not to lose another host.

*We… We think so…*The voice in Spider-Man's head was faint but still present.

Whatever, there were more important people to check on. "Mister?" Spider-Man ran over to where the man and child had fallen. The toddler immediately wrenched himself out of his savior's arms and ran off to his parents. His savior, on the other hand… wasn't looking quite so sprightly.

"*Is...*" His white dress shirt was covered in black soot, and he seemed to be struggling to lift his head, let alone form words. "*...the boy alright?*"

Spider-Man nodded, which seemed to allow the man to fade into unconsciousness. This didn't look good. They had to get this guy to a hospital.

But before Spidey could touch him, another voice cried out, "*Mr. Li!*" Spider-Carnage had landed across from them on the street, and she was running this way on all fours. "We've got to help him-" But then she halted so she could snarl at a patch of empty air. "No, I did NOT mean to say, 'finish him off!'"

Her head swiveled back towards the limp form of Mr. Li. "But then, he *is* so deliciously vulnerable… *No!*" She clutched her head with both hands, keeling over. "He's my friend, and he's hurt, and I don't want to… to..." Slowly, her hands lowered. "*…kill him.*"

With a sudden lurch, the jaw of her mask ripped open, revealing a gaping mouth stretched wide by row after row of jagged black teeth. Before Spider-Man's eyes, his sister's costume morphed. The white spider grew black as it stretched across her chest into the shape of Scarlet Spider's logo, black trails of webbing crept over her body, accompanied by splashes of blue on her limbs in roughly the same places as Scarlet's real costume, and on her wrists, Scarlet's silver bracelets emerged from the goop beneath her long, clawed fingers.

"*You have to fight it, Scarlet!*" Spider-Man placed himself between Mr. Li and Spider-Carnage, crouching into a fighting stance. He couldn't let Carnage hurt someone. Not again. "*It's feeding on your negative-*"

"*Shut up!*" Spidey was forced to duck a red tendril. "*I never asked to be born! Don't act like I don't know what you all think of me.*" Well, at least now Spider-Carnage was trying to claw *Spider-Man* to death and not Mr. Li, so that was progress. "*But I don't have to put up with it anymore. It's time I showed you just how much of a freak I can BE.*"

Her claws made a pass at Spider-Man's face, but to his surprise, Spidey found them knocked away by tendrils of his own. Two more tentacles emerged from his chest, smacking Spider-Carnage hard enough to send her skidding across the pavement.

But this only made Spider-Carnage break out into hysterical laughter. "*If you think I made your life complicated before, just wait and see how much stress I put Aunt May under after I've torn Gwen's heart in half – along with the rest of her!*" In a split-second, she was back on all fours and charging at Spidey.

“Listen to what you’re saying, Reilly! You have to fight this-!” A swift kick from a black, symbiote-powered foot dislodged a couple of Spider-Carnage’s teeth.

“*No need to get bent out of shape, bro – figuratively speaking, I mean.*” But Spider-Carnage was unfazed. “*Literally speaking, that’s exactly what’s about to happen to* you.” In one swift motion, she shot out a glob of goop to encase her attacker, then hoisted her hand high. “*But hey, at least you won’t have to worry about me stealing your life anymore*.” It morphed into an ax. “*In fact, you won’t have to worry about your life at all.*”

That would’ve been the end for Spider-Man, too… if a pillar of fire hadn’t knocked the creature backwards.

“Scarlet? Is that *you* in there?” Human Torch had zoomed back to the battlefield after presumably having fled the Negative Energy explosion. He hovered before Spider-Carnage, readying more flames in his palms.

“*S-Stay away from me-!*” Spider-Carnage turned tail and ran for it, but she didn’t get far before she found herself falling into a burning ring of fire. Her shrieks only grew as the ring closed in around her. Spider-Carnage twisted and flailed, but finally, her symbiote was left with no choice but to abandon ship.

The goo shot off Scarlet with the force of a fire hose, risking a dash through the fire in its desperation to flee. With it gone, the fire dissipated, and Scarlet Spider found herself dropping into the arms of a boy band reject.

“Scarlet? You okay?”

“I… I am now.” Scarlet allowed Johnny to bear the brunt of her weight. She wasn’t even *trying* to pull herself back to her feet.

“Nice goin’, flame-fer-brains.” Of course, it didn’t take long for Thing to arrive and break the kids up. “Ya let the alien goo get away!”

“Oh, it couldn’t have gotten-” Johnny’s head darted around the conspicuously empty street. “-far.”

Great. Spider-Man scanned the area, too, but his efforts were just as fruitless. Between all the storm drains, manhole covers, and cracks in the pavement, the Carnage symbiote could be anywhere by now. It’d been so easy to lose track of it with all that fire in the way…

The Thing rolled his eyes (which were actually the only part of his body that didn’t look rocky). “I swear, every time a woman gets within ten feet uh you-”

“Hey, that’s not my fault!” said Johnny. “It’s like ants to sugar.” The remark earned a giggle from the “ant” in his arms.

God, now Spider-Man’s clone was laughing at Torch’s lame jokes? *This is estrogen. This is your brain on estrogen. Any questions?* Clearly, the only worthwhile kind of intimate relationship was the bond between a symbiote and its-

Oh, I see you’re back to your old tricks again. Spider-Man gave the goop on his skin an irritable tug, but it stuck like tar. *You must be feeling better.*

“Hey, Torch!” Spidey called out. “If you’re done hitting on my sister, could you maybe get my alien off, too?”

It was with a not irrelevant level of reluctance that Johnny set Scarlet down. “Alright, man, don’t

get your webs in a twist-"

But as a matter of fact, Spider-Man did get his webs in a twist. Or rather, the alien costume hijacking his body did. *NO! You can't leave me again!*

"Hey-!" Spider-Man found himself backflipping over the ensuing fire blast. In midair, his arm shot a new web to swing him away. "What, so now you can hijack me when I'm not even asleep-?"

But the symbiote didn't seem interested in chit-chat anymore. Despite Spider-Man's best struggles, it managed to keep ahead of their fire-spewing pursuer, flinging Spidey over buildings and across telephone wires until it finally dropped him down a random alleyway.

Spider-Man tried to scream out his location, but the symbiote kept his jaw clamped shut, meaning Spidey could do nothing but watch as Human Torch sailed past him overhead. With that, the symbiote let Spider-Man sit in the alley for a minute to pant.

Oh, I had a feeling you'd try something like this. Beneath both the organic mask and the regular spandex one, Peter shut his eyes.

Instantly, he was transported back to the crimson, web-covered, smoke-filled void. "Too bad for you, I don't need fire or sound or any other tricks to get you off of me."

Gwen Stacy. The first time they'd kissed. The night she'd confessed that she'd loved him since the seventh grade. The first time they'd made love, or the much longer length of time that followed where they just sat up under the covers and held each other and talked. The ring wrapped in a washcloth at the back of their closet, waiting.

And, of course, they didn't spring to mind as easily, but there were other good things going on in Peter's life, too. Finally putting Tombstone behind bars. Making peace with Aunt May over Peter being Spider-Man…

"*Stop it! Peter, we're begging you!*" There was the black-suit Spider-Man again, prostrating himself before Peter on hands and knees. "*Hurting you was the biggest mistake of our life. W-We never should've left you for Eddie Brock. Eddie Brock is the Liz Allan to your Gwen Stacy*-"

"Hey, I didn't date Liz until *after* you and me split!" Peter stepped back, scowling at him. "I *told you* to stay out of my head-"

"*Please, Peter, we won't possess your body against your will again!*" The symbiote must've sensed Peter's displeasure because it's voice was getting higher and faster. "*We won't make you shut out your loved ones. We'll be satisfied feasting on only a small amount of negative emotions. A little negativity is healthy in humans!*"

Peter took a breath, then knelt down to meet the symbiote's pure white eyes. "Let me make something clear to you, Venom – You put Eddie in a coma, you spawned Carnage, and you *tried to murder the woman I love*." Peter's own eyes narrowed while the symbiote's trembled. "And I will never, *ever* forgive you for that."

"*But… But we...*" The symbiote turned away, hiding its face. "*Peter… We don't want to hurt you anymore. All that ever brought us was isolation. But what… what should we do? How could we ever repent for our sins?*"

Peter found himself sighing. To be perfectly honest, he'd never for one second in his life pondered that dilemma before. Heck, he still half-suspected that this was all some trick, that Venom was playing the pity card to slither back into Peter's brain, but… Peter also remembered that Captain Stacy had once talked about the importance of rehabilitation.

And so Peter said, “Well… I guess you’d have to give me evidence that you really, truly regret what you’ve done. Not just words, but actions.” He bowed his head. “Prove to me that you’ll never hurt anyone ever again.”

The black-suit Spider-Man gave a slow nod. “*We… can do that for you.*”

“You really think so?” A smile crossed Peter’s lips. “Aww, that warms my heart.” He placed a hand on its slimy shoulder. “In fact, it makes me feel positively *positive*.”

Y’know, Peter had given it a lot of thought, and he’d decided that for the wedding, he ought to take the vows out of costume, but then he could wear the costume for photos or something. He’d want to invite a lot of friends, though, so he might want to do those pics after the guests had already cleared out-

“*Hsssssssss!*”

Peter blinked, and then he was back in the real world, huddled over in a nondescript alleyway. But before he could get his bearings, a dark shape darted past his head.

“Oh no you don’t-!” Spider-Man readied himself to weave a quick web-sack, but the symbiote moved faster than Spidey had ever seen it go before. Spidey wasted no time rounding the corner after it… and found himself standing before a massive crowd. Apparently, with the Doombots gone and the portal already exploded, the pedestrians figured it was safe to swarm the Baxter Building again.

Okay, no big deal, Spider-Man just had to concentrate. The symbiote had probably latched onto that guy with the black t-shirt… or that other guy over there with the black jeans. Or the girl with the black boots. Or it could’ve darted down that storm drain…

Poop.

Spider-Man was forced to throw up his hands and swing back to the entrance of the Baxter Building. Gwen and MJ were at the front of the crowd and perfectly unharmed, thank Odin, but with both symbiotes on the loose, Spidey and Scarlet would have to keep *extra* close eyes on them.

Spider-Man returned to the spot where the Fantastic Four and Scarlet Spider had gathered, which was right outside the remains of the Negative Zone portal. Spider-Man gave Johnny a nod to the good old red and blue to let him know the symbiote was long gone, and then Spidey turned his attention to Mister Fantastic.

From the looks of things, Mister Fantastic was projecting a square-shaped hologram of a live news feed from the wrist of his costume. Onscreen, Dilbert Trilby was hard at work reading from a teleprompter:

“...thereby absolving Latveria of any wrongdoing. As always, the nation’s Supreme Lord was more than happy to provide an official statement.”

The footage cut to a closeup of the real Doctor Doom (though maybe that was too much of an assumption) seated on his throne. “Doom has provided the United Nations with extensively documented and indisputable evidence that this unforgivable attack was orchestrated by one of Doom’s many enemies, who has in recent weeks managed to steal and reprogram a squadron of Doombots. This was obviously a pathetic attempt to frame Doom, thus starting a senseless war between Latveria and the United States. Rest assured, Doom will meet the perpetrator of this crime with swift and decisive justice. And to the Fantastic Four…” Beneath his mask, Doctor

Doom's eyes narrowed. It was hard to get a read of the guy with so little of his face visible, but Spider-Man would bet money that was amusement in those eyes. "Doom offers his *sincerest* apologies for that… welcoming gift." The footage cut out.

"*Oh, come on.*" Spider-Man groaned as he approached the group. "Does he really expect anyone to buy that?"

"It's alright." Invisible Woman shook her head. "We're used to it by now."

Spider-Man was dangerously close to spewing steam from his ears. But regardless, it looked like the rescue workers were here by now, and the Fantastic Four could probably handle the cleanup themselves. Truth be told, though, Peter would take any excuse he could get to get back to Gwen.

His clone, on the other hand, didn't seem quite as eager to return to MJ. Scarlet Spider stood shoulder-to-shoulder with Human Torch, and from what Spidey overheard, she was laughing at every last lousy one of his jokes.

"So Spider-Man *is* your *brother*, right?" Johnny glanced away, scratching the back of his neck. "Not, like, a boyfriend or anything? Just curious…"

"Yeah, I, uh, I don't really have a boyfriend," said Scarlet, clutching her arm.

"Cool, cool. So would you like to go grab a coffee or something?"

It didn't escape Spidey's notice that Scarlet's eyes darted to MJ for a second… or that MJ was looking uncharacteristically stunned as she gaped at them from the sidelines.

"I'd love that," said Scarlet.

Without further ado, Torch and Scarlet flew and web-slung off respectively. As they left, Spidey caught one last line of banter:

"Has anyone ever told you… you look like a young Steve Rogers?"

"Yeah, I get that a lot."

Spider-Man watched the two of them shrink over the sunset. Huh. Well, those were certainly some implications to dwell on some other time. For now, though, before he returned to his unwitting fiancée, Spidey had one last issue to take care of.

"'Scuse me, Mister Fantastic, sir?" At Spider-Man's words, Sir Stretch's neck elongated itself in his direction.

"Ah, Spider-Man!" Mister Fantastic smiled at him. "I have to thank you and your sister for your help today. Very few people were hurt all things considered, and only two were directly exposed to the Negative Energy – Martin Li and the Venom symbiote." But his face soon grew solemn. "Exactly what effect the energy will have on them remains to be seen, however."

"I just hate the thought of the symbiotes running free out in the world." Spider-Man gave a pleading look, not that Mister Fantastic could tell with the mask on. "You wouldn't happen to have a way to track them, would you?"

Mister Fantastic gave a look of apology. "I scarcely had time to study them before I was whisked away to the Negative Zone, but I assure you, dealing with the symbiotes is my new top priority."

"Thanks." Well, that was at least a little reassuring. This *was* the smartest man in the world, after

all. If he couldn't beat the symbiotes, Spidey didn't know who could.

"I just worry we won't be able to find them until they've already hurt people," spoke up Invisible Woman, shaking her head. "All these innocents…" Her eyes skimmed the crowd. "If any one of them was to bond with a symbiote, it would change their life forever."

"That was even cooler than I thought it'd be!"

As expected, Flash's mouth was running nonstop as Sha Shan wheeled him down the sidewalk. She couldn't help but smile as she watched him gush. He was the only person she knew who got *excited* at the prospect of a robot invasion.

"Doctor Doom was there and Spider-Man kicked his butt, and- and the girl Spider-Man showed up, too! Man, I can't believe there's a girl Spider-Man now." Flash turned back to meet Sha Shan's eyes. "Do you think she, like, figured out how to replicate his powers? Do you think that's possible? To get Spider-Man's powers, I mean?"

Sha Shan shrugged. "Maybe she got a blood transfusion from him like how She-Hulk did with her cousin."

"Yeah, maybe…" Flash's eyes were miles away right now.

That is, until his wheelchair nearly bucked him out.

"*Hey-!*" Luckily, Flash managed to steady himself before he was thrown to the concrete. "The heck was that?"

"Probably just a pot hole," said Sha Shan. "These streets have taken a real beating from all the supervillain attacks."

Pair Bonding

"This is a total violation of the Bro Code, for the record."

A blonde pretty boy in a skintight, sky blue costume rested on the crown of Lady Liberty. Across from him sat a gender-flipped clone in a full-body spandex costume, though her mask had been rolled back so she could slurp down her Starbucks. Just, y'know, a typical teen social event.

"So? My brother's not in charge of my life." Scarlet Spider's gaze remained firmly on the reflection of the sunset over the bay. That sun didn't seem nearly as bright as Johnny's face, and he wasn't even flamed on right now.

Great, five minutes into their da- err, coffee break, and already she was lying to him. Her own person? Yeah, except for the minor detail that she had all her brother's memories… and that she'd believed herself to *be* her brother at first… and that a part of her still did.

If he knew that, he'd freak out. Dang it, Scarlet had really hoped that nagging voice would go away once the symbiote was off her. *He'd hate you.*

Scarlet filled the silence by sucking on her straw. She'd basically ordered the coffee equivalent of a chocolate milkshake. Johnny sipped his drink, too, though Scarlet wasn't sure what he'd ordered. She'd been a little busy trying not to get torn apart by rabid fangirls at the time – In retrospect, she and Johnny probably should've changed out of their costumes before going in there.

Just then, Johnny took a big, shameless gulp of his drink, and Scarlet gave a start. "Dude, wait for it to cool! It's gonna burn your-"

The remark was cut short by laughter. The Human Torch raised an eyebrow at her. "It's a couple hundred billion degrees shy of that."

"Oh. Right." Scarlet drew back, hanging her head. "A couple hundred billion degrees also happens to be the temperature of my face right now..."

"Really?" What was with that look Johnny was giving her? He'd never given Peter a look like that. And why was Scarlet's heart thumping so fast? Spider-Man had hung out with the Human Torch here all the time. It should've been totally mundane. "Are you saying I'd burn myself on it?"

"*Ah gah guh geh guh guh-*" Why wasn't Johnny calling an ambulance? Scarlet was clearly having a seizure!

"Actually, speaking of your face…" Johnny glanced away. Oh, sweet mercy. Another second and he'd have asphyxiated her with those eyes. "I know you've got a secret identity and stuff, but could I, y'know…?"

My face? What about it? It took Scarlet another second to connect the dots. "Oh! Y-Yeah, it's no big deal. I mean, I trust you. Superhero honor code and all that." Johnny had never actually seen Peter unmasked before, which meant that now, if he ever did, *Peter* would look like a male *Reilly* to him. The thought of that… Well, Scarlet wasn't sure why, exactly, but it kind of excited her.

"Sweet." And now Johnny was back to staring at her. Scarlet was pretty sure he had heat vision because she was turning into a puddle over here.

Scarlet Spider took a deep breath, then grabbed the neck of her mask and yanked. Might as well rip off the band-aid. "Ta da!"

"*Whoa*." Johnny's eyes had gone wide. "You're even cuter than I'd pictured you." His voice sounded different. It definitely wasn't his smooth, smarmy, I'm-Johnny-Storm-and-I'm-hitting-on-you voice anymore. "And look at all that hair. How do you make it fit in the spandex?"

At this, Reilly tugged her hair out of her costume's neck hole. "Black magic."

Johnny laughed. "Well, always happy to meet a fellow blonde." He glanced around, as if the paparazzi might have scaled the statue, then added, "Actually, don't tell anyone, but mine's totally dyed."

"Ha! Really?" Reilly ran a finger through her locks. "Mine's natural."

Was it Reilly's imagination, or was he inching closer to her? "Well, you look great. So, uh, you got a name to go with that face?"

"It's Pete-" Reilly came distressingly close to biting off her own tongue. "*Reilly.* It's Reilly. Spelled R-E-I-L-L-Y. I'd give you my last name, too, but, err, guess it'd be a little unfair to out my brother's secret ID like that. But hey, at least now you don't have to think of me as just Spider-Man with a rack, right?" Reilly gave a not-at-all anxious chuckle.

"I never thought that about you, Reilly," said Johnny.

"W-What?" God, hearing her name on his lips made her tremble.

"I mean, sure, you've got the same gimmick as him, but you and Spider-Man are night and day." Johnny's eyes were such a vivid shade of baby blue. How had Peter never noticed that all those times he'd hung out with Johnny? Was he blind?

"You think so?" Maybe this was too high an altitude to be having this conversation at. The atmosphere was so thin, it was making Reilly lightheaded.

The Statue of Liberty isn't that tall, said the nagging voice.

"Yeah." Johnny watched the sunset a moment. "Like, when I come here with the Web-Head, sure, we'll talk about our problems sometimes, but he's always so, I don't know, guarded about it. Like, everything's gotta be a little rough, a little snarky. But you're so much more… gentle." He shook his head. "Eh, that's not the right word. I don't know what I'm saying."

"Me, neither, but…" Reilly set down her cup. "...I don't want you to stop talking." When she offered her hand to Johnny, *he* actually *held* it. Wow, what a novelty.

"You sure about that?" His perfect white teeth seemed a lot bigger all of a sudden. "Because, fair warning, once I get started talking, nothing in the universe can shut me-"

Reilly proceeded to shut him up.

What are you DOING? shrieked the nagging voice. *You only agreed to this to spite Mary Jane! You don't even LIKE boys!*

Turned out Johnny had ordered a caramel mocha. *What?* Why was *that* what Scarlet was focusing on right now? That knowledge should've been gross. It would've made Peter Parker barf for sure.

You don't like boys!

So it was a good thing she wasn't Peter Parker.

You don't like boys you don't like boys you don't-

Reilly opened her eyes out of sheer curiosity. Yep, this was really happening. Johnny's own eyes were closed tight. She watched him go at it for a second, but then he put a hand on the back of her head, pushing her closer, and Reilly found her eyelids shutting back.

You like boys you like boys you like them YOU LIKE BOYYYYYYYYYS-

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In the old days, Peter, Gwen, and Eddie had made an annual pilgrimage to the Smithsonian in D.C. It'd been the only day of the year that the younger, dorkier, glasses-wearing Peter had been more excited for than Christmas. And in that past universe where Peter had no superpowers and Gwen didn't have a crush on him because crushes were things girls got on *other* boys… well, those museum trips had accounted for some of the happiest memories in Peter's life.

And now those memories were dead and stuffed behind a glass display like the exhibits themselves, frozen in time in a picture frame resting on the table beside Eddie's hospital bed. There stood glasses-wearing eighth-grader Peter Parker with braces-wearing eighth-grader Gwen Stacy standing close but not too close beside him, and looming over them from behind was high schooler Eddie Brock. The trio posed beneath a big old model whale suspended from the ceiling.

Slowly, Peter's gaze traveled from the bright, muscular Eddie in the photo to the shriveled, thin one lying on the hospital bed.

Gwen gave Peter's hand a squeeze – She had a knack for reading his mind. She was standing beside Peter at a distance that would've given eighth-grader Gwen a heart attack. "What are we supposed to do?" she asked softly. "We can't just guard his hospital bed forever."

"The Fantastic Four already called S.H.I.E.L.D.," said Peter. "If the Venom symbiote comes anywhere near Eddie, some agents will be waiting with butterfly nets."

The remark coaxed a faint laugh from Gwen. "I'm more worried about Carnage. I'd have thought it'd have found a new host and resumed its murder-spree by now, but… nothing." She shook her head.

Peter squeezed her hand back. "At least Carnage doesn't know I'm Spider-Man. Heck, it probably doesn't even know you exist. I'm more worried about Venom right now. The symbiote seemed regretful, but I think it would've said *anything* to get me to bond with it again."

And until both symbiotes were found, Peter wasn't letting Gwen and Mary Jane out of his sight. Well, okay, he'd at least let MJ run across the hall to the restroom.

Peter had hoped Reilly would help with guard duty, too, but it turned out she had some very important coffee to be drinking. Peter shuddered in spite of himself. Lately, he'd been trying to remain in a zen state where thoughts of Reilly's love life never entered the temple of his mind.

Anyways, until the symbiotes reared their slimy heads again, it looked like the Spider-Family would be continuing their routines as normal. With high school finally over, Peter would focus on enduring Hurricane Jameson to make rent, attending therapy sessions with Leo (They'd started doing a group thing where all four members of the Spider-Family went at once, so that was fun), and calling Aunt May at least twice a week to check up on her. The ESU lab internship had been halted for now, though, in light of the, err, lack of biogeneticists to actually *use* the lab.

“Hey, can we leave?” Gwen’s soft voice shook Peter from his thoughts. “I’m sorry, it’s hard for me to stay here long…”

“It’s alright.” Peter led her out by the hand. As the two of them neared the exit, Peter found himself saying, “I remember whenever I felt down as a kid, May and Ben would invite Eddie over from the Children’s Home to spend the night, and we’d stay up late talking about science news and watching eighties movies. When Eddie was there, I felt, I don’t know, safe. And now that he’s gone...” He faltered. “…it’s like, it’s just you and me on our own in the world.”

Gwen gave a slow nod. “Wonder what he’d think of us now…”

Peter sighed. “That day Carnage was born, when Eddie was finally freed of the symbiote… right before he passed out, I could’ve sworn I heard him start to call me br-” He caught himself. “Well, I don’t want to give myself false hope. Eddie hated me even before he was Venom.”

“Peter…” Suddenly, Gwen’s arms were around him. “If Eddie could just understand the truth, I *know* he wouldn’t hate you.” She gave a bitter laugh. “I almost wish the symbiote would come here and bond with him again so he’d at least wake up.”

“Yeah.” With that, Peter opened the door, and the two of them made their way into the hospital’s hallway to await MJ’s return.

Peter didn’t say this to Gwen – false despair was just as bad as false hope, really – but there *was* a pet theory that’d been gaining traction in his mind. What if the reason the symbiote hadn’t come here already to wake Eddie was because… even *it* couldn’t? What if nothing could?

Reilly liked boys. She liked boys. She liked their hair.

Thwip. It wasn’t until Scarlet Spider released her web-line and touched down on a rooftop that she managed to form a coherent thought about something other than boys and how their skin was rougher than girl skin but in a good way and how incredible it felt to be cradled in their arms and how adorable it was that the tip of their heads started to smoke when you kissed them long enough. Okay, that last one might have been unique to Johnny, but Reilly didn’t know that for certain. Boys were mysterious creatures.

Scarlet Spider seated herself at the edge of the roof, letting her legs dangle over the side. Directly across from her was New York Hospital, which was both where Eddie had spent the past year and where Mr. Li had been rushed to.

Mr. Li… There was a sobering thought. Scarlet kept waiting for him to bust out of there having turned into the next Hulk. And even if the Negative Energy didn’t turn Li superhuman, it could make him sick or something. Not even Mister Fantastic knew what was gonna happen.

Scarlet hung her head. She’d made herself sad. What if… What if *boys* didn’t like *her?* Err, Johnny Storm in particular, she meant. Sure, all the boys at Midtown High thought Reilly was cute, and sure, Gwen’s Burger King manager had taken one look at Reilly and put her on cash register duty, but- but Johnny was an A-list superhero. His standards for hot babes were no doubt based on Wasp, that secret agent hero lady Black Widow, She-Hulk (if he was into that), and that one new solo hero, Miss Marvel. *Oh god*, Miss Marvel. How Carol Danvers fit in that leotard without cutting off all the circulation in her body was one of the universe’s greatest mysteries. Reilly had once tried to wear her spare Scarlet Spider costume after it’d shrunk in the wash, and her thighs were *still* a bit numb.

And besides that… Scarlet couldn’t help but feel like she’d deceived him. She shut her eyes. *If*

they knew what you really are, they would-

Reilly wrenched them back open. Okay, she seriously needed to chill. Not only was she seeing a therapist every week, but Reilly had already spilled her guts to Aunt May. The morning after meeting Kaine for the first time, the rest of the Spider-Family had gone sightseeing around Harrisburg while Reilly and May stayed behind to bake cookies. It'd helped iron out some of the awkwardness between them, and it'd been a fantastic excuse for Reilly to vent. She'd hoped May's reassurances would help bury Reilly's demons once and for all, but Reilly supposed some demons were harder to submerge than others. Particularly ones that happened to be red, slimy, and symbiotic…

Reilly wished there'd at least been some crime to fight. Going too long without any action made her itchy. But by now, all the petty crooks were too scared to try anything thanks to the handprint-shaped scars on half their faces, and the large scale ones all answered to Kingpin, which meant that if Spidey and Scarlet tried to stop them, they'd get a visit from a certain emo little piece of-

"Hey, sis!" said a voice from behind.

Please let that be Pet- Scarlet Spider turned around. Somehow, despite his mask, she could tell Kaine was beaming at her in the moonlight.

"Let me guess, me sitting here having an internal monologue is disrupting Oscorp's master plan?" Scarlet rose to her feet, fists clenched.

But it was hard for Kaine to seem like much of a threat when his hands were filled with a pair of hot dogs. "Actually, this visit's for pleasure, not business."

Scarlet folded her arms. "I'll believe that when I see it."

It was hard to get a read of Kaine when his face was covered (and it was even harder when it wasn't covered), but his voice seemed sincere enough. "I heard about what happened today, and I wanted to make sure you were alright. I don't envy your one-on-one time with Carnage."

"Yeah, well, us spider-kids are kinda pros at the symbiote rodeo by now." Scarlet's arms remained folded.

The two of them stood there a minute, shivering in the wind.

"Hot dog?" Kaine offered one out. "It's got all your favorite toppings. Perk of sharing a brain with me."

Scarlet extended a hand towards it. Obviously, if the hot dog had set off her spider-sense, she'd have run for the hills – She wasn't an idiot. But her head wasn't tingling with anything but a mild headache at the moment, so…

Dang, it *did* have her favorite toppings on it. "Didn't you say you spend every waking moment in intensive training?" she asked through a mouthful of relish. "I didn't peg Oscorp as the type to give hot dog breaks."

"Yeah, I, uh, actually snuck away for a minute. Our latest heist is a cakewalk." Kaine glanced over his shoulder, as if Oscorp black ops would be here any minute to drag him back. "Still, I can't be gone long…"

Scarlet wanted to take another bite of hot dog, but she found herself hesitating. "Kaine… I know how it feels. It's like, you disobeyed Master, and now you're the scum of the earth." She frowned at him beneath her rolled-up mask. "But I'm telling you, it's nothing but lies they've shoved in

your head. If you don't fight it-"

"We don't have to talk about that right now." Kaine turned away, letting his own uneaten hot dog fall limply to his side. "All I wanted to say is that I know we got off on the wrong foot, and I obviously offended you with that stuff I said before, and then I left you and Peter dangling off a bridge, and now I feel like a huge jerk, and I'm sorry."

Scarlet sighed, then returned to her perch at the edge of the roof to resume eating her hot dog. A moment later, Kaine sat down beside her, dangling his own legs over the ledge just as she did. Just as Peter always liked to do. The two of them stayed that way for a while, chewing.

Finally, Scarlet Spider said, "I wish you could just be our cool little brother, Kaine." She shook her head. "And I know Traveller's mind whammy is keeping you a slave, and if I hadn't been lucky, I'd be *you* right now. But that doesn't change the fact that you've thrown your hat in with the people who're threatening our family. You *do* have the power to resist them, even if it doesn't feel like it. But if you keep going down this path, sooner or later, you'll cross the-"

Thwip. By the time Reilly turned her head, her little brother was gone.

"-point of no return."

There was something surreal about seeing Mary Jane in a graduation gown. Gwen supposed even a sex goddess like MJ couldn't make those baggy blue robes flattering. Of course, Peter looked great in them, but that was because the robes compounded his cuteness. Peter was something like fifty percent cute and fifty percent sexy, depending on the situation, whereas MJ's dial was cranked up to max sexy all day, every day, and so when put into a decidedly non-sexy context, she didn't know what to do with herself. Look at her there, fidgeting in her seat as she tapped away on her phone.

MJ's status as a sex goddess remained a strange thing for Gwen to admit to herself. Gwen had always thought MJ was beautiful in, like, an abstract sense, but the moment MJ came at Gwen with all that beauty, it'd gotten a whole heck of a lot *less* abstract.

And at first, Gwen had wondered if maybe she wasn't as straight as she'd thought, except that other girls had yet to catch her fancy. There were tons of them seated around the waiting area who Gwen knew on a cognitive level were pretty, yet did nothing for her. Biology was a strange mistress.

But then, Gwen had never been particularly interested in men, either. Peter had been the lone object of her affections from the moment puberty hit – well, him and a short list of male celebrities. Like, Gwen knew on a cognitive level that Flash and Rand were handsome, and they didn't do anything for her, either. The only guy besides Peter she'd ever canoodled with was Harry, and frankly the memory of that made Gwen throw up in her mouth a bit.

The sound of whispers and giggles hit Gwen's ears, shaking her from her musings. The number of male students stealing glances at MJ hadn't escaped Gwen's notice. Guess she was alone in her opinion on MJ's graduation gown.

"What's got you so lost in thought?" asked a voice by her ear. Gwen turned her head to discover a certain fifty percent cute, fifty percent sexy someone.

Gwen flashed him a devious smirk. "Oh, just how cute you look in that gown."

"That's funny." Peter smirked back. "I was thinking something similar…"

In the folding chair across from them, Kong made a face. “I was thinking I’m fixing to barf.”

“Well, you won’t have to put up with the dreaded ‘nerd love’ much longer,” Glory said tightly from the adjacent chair. “After today, most of us will never see each other again.”

“Oh yeah!” At this revelation, Kong spun towards his blonde buddy. “Flash, I want you to know you’ve been my best friend-”

“*I’ll* still keep in touch, you marshmallow.” Flash, obviously, had brought his own chair. It didn’t fold, but it did roll.

“It’s the rest of us you’ve gotta say goodbye to,” added Rand.

“Aw, yeah.” With that, Kong turned to Peter and Gwen. “G’bye, geek squad.”

Peter gave a casual wave. “Bye, King Kong.”

MJ looked up from her phone long enough to give Flash a wink. “Take care, big boy.”

“You, too.” Next, Flash turned to the “geek squad.” “And, uh, sorry I gave you two such a hard time all these years.”

“Water under the bridge,” shrugged Gwen.

“Yeah,” said Peter. “I mean, I was kind of a jerk, too, at the start of high school. People grow up.”

“Well, anyways, goodbye, everyone.” Gwen nodded to the familiar clique gathered around this corner of the waiting area. “Flash, Kong, Glory, Rand...”

“Wait, aren’t you gonna say bye to MJ?” frowned Flash.

“No need,” said MJ’s, whose eyes had returned to her phone. “We’re roomies – We see plenty of each other.”

“Wha-? Roomies? But isn’t Gwen living with-?” Disbelieving eyes fell on Peter. “So lemme get this straight, Parker… you’re rooming with *three* hot girls?”

“One of whom is my cousin,” Peter said dryly.

“Yeah, but-”

“And between you and me, you’d think I was rooming with three *cats* from all the hair...”

“None of that’s mine, for the record,” said Gwen.

“Of *course* not, dearest… *Hey!*” Gwen had tugged Peter’s square-shaped cap over his eyes.

“And god help you if you ever leave the lid up,” added MJ from behind her phone screen.

Just then, a teacher stuck his head through the doorway. “Alright, time to walk.”

“Oh, it’s starting.” Gwen gave the old clique one last smile. “Well, you can’t say these years have been uneventful, but… they’ve been good, overall. Bye, everyone.”

The graduates bid their hurried adieus, promising to totally keep in touch over Facebook for the rest of their lives, and then the group made its way out the hall.

As she and Peter took their seats at center stage, Gwen skimmed the crowd. After a bit of *Where's Waldo*-esque hunting, she managed to spot Reilly, Mrs. Parker, and Dr. Bromwell in the bleachers. Midtown High had rented out a sports stadium, but it wasn't exactly packed seeing as this was an exclusive magnet school. And the conspicuous absence of Liz, Mark, and Sally didn't make the student body seem any bigger. In fact, a surprising chunk of Midtown High had been lost to Xavier's Institute. And that wasn't even mentioning Harry, who hadn't shown his face again since *Macbeth* wrapped up last April.

Even when the announcements started, Peter and Gwen couldn't keep from making eyes and giggling at each other. It was unfair, really. They'd never see these other kids ever again, whereas they'd be seeing each other the rest of their lives.

After a moment of silence for Aaron Warren, the school principal returned to the podium to say, "And now, I'd like to welcome this year's valedictorian. Please put your hands together for Hobie Brown."

Hobie made his way to the podium amid applause. He took out his script, cleared his throat, opened his mouth, then said…

Okay, Gwen was gonna be honest, she didn't pay attention to a word of it. She was too busy fuming over the fact that she'd been snubbed of the title. Well, that was the cost of dating a superhero, she supposed – The constant supervillain attacks made it hard to focus on schoolwork.

After an eternity (that felt even longer since Gwen wasn't allowed to check her phone), the ceremony ended, caps were thrown, and then the freshly-graduated ex-students dispersed to meet with their families. Gwen's relatives hadn't been able to make it from England, meaning she instead gravitated towards Mrs. Parker and Reilly.

"Look!" Mrs. Parker pushed her way through the crowd. "I see them over here, Peter!"

"I- I'm Reilly..." came a faint voice from her side.

"Oh, yes. My apologies, Reilly." Reilly had done up her hair and worn a dress for the first time in her life specifically to avoid this problem, but it'd made no difference to Mrs. Parker's aging mind, apparently.

Mrs. Parker embraced the three graduates and gave her congratulations, and then the group headed outside. Gwen had no intention of dawdling – The sooner they got the obligatory graduation photos out of the way, the sooner they could get to the Silver Spoon and quiet her stomach.

Their travels were hindered, though, by a constant stream of other students. Most of them were clearly hoping to steal one last longing look at Mary Jane. Even Sally Avril showed up, blushing at the stares her mutant bluebird wings drew from the crowd, to make peace with the "nerd herd" for all the headaches she'd caused (mostly from the sound of her voice alone). Sally, too, took a longing look at MJ, but not in the slash fic sense.

"And I'm… I'm real sorry for the way I treated *you*, Red." Sally shook her head. "Guess I learned the hard way how much words can cut ya down…"

"Don't give it another thought, Blondie." MJ gave a reassuring smile. "We're square."

And with that, Sally said her goodbyes and ran off to make peace with Rand next. Hmm. Gwen wondered what that'd been all about… but she wasn't bold enough to ask MJ, and so the group continued on their way.

As they reached the outdoors, Reilly gave a longing look of her own. “H-Hey, uh, congrats on graduating, MJ. Bet you’re relieved to have that albatross off your neck.”

“I feel like I’ve been released from prison,” said MJ.

“Heh, yeah. It’s kinda anticlimactic for me, though, since She-Hulk just got me a diploma with lawyer magic.”

Gwen couldn’t help but notice the tension in the two’s body language. But as they neared Dr. Bromwell’s minivan, a figure approached them that made MJ’s tension with Reilly look downright limp.

“Mary.” It was a thin, wrinkled woman with an, erm, unconvincing shade of warm brown hair. When Gwen squinted, she almost recognized her as the lady in that old photo with Brainey Janey… except that lady hadn’t looked nearly this frail.

“Mom.” MJ’s lips were her only muscles to move.

The woman was in a stain-covered dress, and wrapped in her arms was a bundle of rags that cooed as she rocked it. “Mary… I just wanted to say…” She trailed off.

MJ gave an expectant twitch of her brow.

“…it- it was good of you to finish school.” The woman glanced away. “Honestly, until Anna called me, your father and I had thought you’d dropped out.” She nodded to the more familiar figure of Anna Watson at her side.

“That would conform with Phil’s vision of reality, yes,” said MJ.

“It’s especially surprising that you put in all the extra work at a fancy school just for its theater magnet,” the woman added, “though I suppose you’ve thrown that aside now in favor of your modeling.”

“Oh, you know about that?” MJ was trying her hardest to smile her mother to death. “You seen the nude spread yet? How hard did Phil cry-?”

“Oh, you don’t have to worry about us anymore, Mary.” The woman smiled back. “You keep spending that lucrative modeling money on that cushy apartment for you and your friends.” She nodded to the bundle in her arms. “Turns out the government will ship us Gayle’s diapers if we fill out the right forms, so your father and I are doing just *fine*.”

Mother and daughter stood there a moment, smiling at each other.

“Well,” said Peter, “I think I see Liz and Sophia over there, so, uh...”

The woman snorted at him, then strutted off.

The moment she was out of sight around the stadium’s corner, MJ said, “At least we kept things civil that time. I’m proud of myself.”

“Mary Jane, I’m so sorry about her.” Her aunt moved in for a hug.

“Hey, don’t worry, that was nothing I haven’t put up with before.” MJ ended it pretty quickly, though.

“Y-Yeah, uh...” Reilly hesitated before saying, “I didn’t know you had a sister. How old is

Gayle?"

"Oh, is that her name?" MJ said dully. "No idea. I just walked downstairs one day and there she was. I'd been wondering why Mom had got so fat."

Mesdames Parker and Watson traded worried glances, but Gwen's own eyes fell on Peter. He had on a look Gwen had come to know too well – The one where the weight of the world was on his shoulders but he didn't want to let his aunt realize.

"Do you ever… visit her?" Peter asked slowly.

MJ replied with laughter. As she slinked away, she tugged off her blue gown to reveal a considerably more flattering blue jacket-and-skirt combo. Under MJ's breath, Gwen caught the words, "*Not my problem.*"

Potential Niche

Chapter Notes

See the end of the chapter for notes

The downstairs bedroom was incredibly cramped compared to the upstairs one, and it still had crayon flower drawings on the wall from when a pesky little sister had lived here, but lately, the Thompson family had decided it was, err, best if she and Flash swapped rooms.

"Here you are, Mr. Graduate." Sha Shan opened the door, then rolled Flash inside. As the chair neared his bed, Flash tossed aside his blue gown and climbed onto the mattress. He had on his classic tux, while Sha Shan wore that cute blue dress from the Valentine's before last. "I had a great time with you and your family tonight."

"Yeah." Flash sat up on the mattress, letting the stubs that'd once been his knees dangle off the sides. "And next year, we're having an even better time for *your* graduation."*

"That so?" Sha Shan pursed her lips at him. "You'd better keep your word, Thompson. My memory's infallible."

**I was rewatching Spectacular Spidey for the ten billionth time, and it turns out Sha Shan was a sophomore in the show, meaning she doesn't get to graduate quite yet. – Continuity Police*

The two of them shared a chuckle, but after a moment, Sha Shan said, "So what do you think life will be like a year from now?"

At this, Flash's bravado faded. "Y'know, I'll just be reigning supreme in some community college… Big fish in a small pond and all that."

"Any idea what you'll be majoring in?"

"Eh, you know me, I'll figure it out." What Flash really wanted to major in was football, but he had way too much dignity to join one of those wheelchair sports teams. He could always try drama club again, but why would Flash want to join any club that didn't boast a cute, snarky, introverted Vietnamese girl?

"Mmm." Sha Shan made a noncommittal grunt, then said, "Actually, though, I meant more like, do you think the planet will get invaded by aliens? Think mankind will discover any other dead religions are true?"

"Oh, right, superhero stuff." Flash gave this some thought. "The truth is, I haven't been able to get that red goo monster out of my head lately."

Sha Shan's face fell. "The one that attacked you?"

Flash gave a nod. "The news said it, like, infected Scarlet Spider with its goo or something. She got better, but now the monster's on the loose."

Her fingers wrapped around his. "I'm sure the Fantastic Four are on top of it."

"Yeah, well-" At the moment of skin contact, Flash's bravado returned in spades. "-if it shows itself around here, I'll outsmart it just like I did its freaky black cousin. I ever tell you that story?"

"You mean the story of how Venom was about to eat Spider-Man but then you showed up in

your costume and tricked him into thinking *you* were Spider-Man?" asked Sha Shan. "No, never."

Flash grinned at her. "Pretty impressive, though, right?"

"Oh, yeah." Sha Shan tried to push herself off the bed, but instead she ended up trapping her hand between Flash's arm and torso like a game of Twister. By accident. "My hero."

It took Flash a second to piece his brain back together when those sharp black eyes were cutting it to ribbons. "Hey, Sha Shan?"

"Yes?"

"Are we ever gonna do it with it each other?"

Sha Shan laughed. "Not in your parents' house, no."

"I don't mean *now!*" Huh? Why were Flash's cheeks this hot? He wasn't a girl! "I mean *someday*."

She was still laughing. "Hmm, I have to think about it." Slowly, Sha Shan brought a finger to her chin. "I'm not *completely* adverse to the idea..."

This whole thing was weird. If Flash had asked that question to ninety-nine percent of the girls in Midtown High, they'd have been like, "YES! TAKE ME! TAKE ME NOW!" In fact, Flash and Sha Shan had only made out, like, once or twice in the entirety of the time they'd dated, and it'd never even lasted that long. Flash didn't mind, though. He'd been with girls who'd wanted to make out until his lips were sore, so it was a refreshing change of pace, honestly. He and Sha Shan had rarely cuddled, either – She just wasn't a cuddly kind of girl. But there was nothing wrong with that. Cuddly girls were a dime a dozen, but Flash had never seen another Sha Shan.

"I mean, I'm only asking because…" He took a breath. "…I don't know what it'll be like. T-To do it without legs, I mean. Do you think it'd… still be good?"

Well, she kept on smiling, so that was a good sign, right? "Flash… that monster *only* cut off your legs below the *knees*, right?"

"Y-Yeah."

Flash almost cried out – There was a hand on his left stub. "Then I don't see what the problem is."

"Sha Shan?" He was *Flash Thompson*, dang it. He didn't *get* short of breath. "All this talk about my legs, it-" He wet his throat. "-it kinda reminds me of that little argument we had right before I lost them, y'know?"

Sha Shan's hand remained frozen in place. "I remember that," she said softly.

"Yeah, w-well, at the time, you asked what was so special about you that made me want to date you and stuff, and I…" He glanced away. "…I put my foot in my mouth like usual. But…" Gradually, his eyes returned to hers. "…I think I finally figured out the right words."

Sha Shan sounded a bit breathless herself. "Yeah? I'd like to hear them."

"Sha Shan… you're not some airhead like the other chicks I've dated. They were only ever into me because of my rep, but you never cared about that. You saw right through it. You saw who I really was, and who I really was…" He shut his eyes. "…was a stupid bully. And when I realized you saw me that way… it made me wanna pretend I wasn't."

His eyes stayed shut a second, but then he risked a peek. *Whoa*, her face had gotten *way* closer. "You're not a bully, Flash. Maybe you were once, but you changed. And you didn't change for me – You didn't know I'd care about your team's title getting revoked. You changed for *you*, and that's why I…"

Now her eyes were shut, and Flash shut his back, too, and their faces drew even closer, and then-

"Flash!" -the door swung open to reveal a thirteen year old girl. "Mom wants to talk to you."

"*Jesse!*"

By the time Jesse's eyes fell on the couple, Sha Shan was on the opposite side of the room.

"W-Well, it's getting late. I ought to be going. Bye, Flash, see you tomorrow." A beet red Sha Shan hurried out the door, straightening her dress's shoulder strap.

"*Jesse…*" Flash forced himself to take a breath.

"Sorry to interrupt your make out session," said Jesse. "I just wanted to warn you that Mom's coming up here. She looks pretty sad. She's probably gonna tell you we can't afford that prosthetic leg you asked for."

"Gee," said Flash, "thanks, Jesse."

"That's what sisters are for." Jesse exited the room, only to be replaced by Flash's mom.

"Flash, honey..." His mom seated herself at the foot of his bed, frowning. "I know you wanted that StarkTech prosthesis as a graduation present, but we crunched the numbers, and..."

"Hey, don't worry 'bout it, Mom." Flash put his arms around her. "Today was already perfect."

"Maybe next year."

She hugged him, murmured reassurances, and then, a couple minutes later, bid him goodnight and left the room, flipping the lightswitch on her way out.

Now it was just Flash and his wheelchair. He tossed his tux into the chair, then laid under the covers in his undershirt. His wheelchair's outline was visible against the moonlight from his window.

Flash gave the chair a wistful look. "Man, though, those StarkTech legs would've been *awesome*." Like someone had chopped off a piece of Iron Man and glued it onto him. He wouldn't have even needed surgery to attach it – It'd just latch onto his skin. Ah, well, no point getting worked up about it.

Flash rolled over, shut his eyes, and plopped his head on the pillow. Soon enough, he found himself snoring amid thoughts of Iron Man and Spider-Man and Sha Shan…

Flash… Flash… "*Flash…* Flash…"

"Whuh?" Flash found himself shaken awake by the shoulder.

"Flash…"

Ugh, someone had turned on the lights in here. Flash took a second for his eyes to adjust, then

inspected his surroundings. His bed had been flocked on all sides by his mom, his dad, and Jesse.

"Huh? Whuz goin' on?" Flash sprang upright. "Am I dying?"

Jesse snickered. "Don't get my hopes up."

Their mom silenced her with a look, then turned back to Flash. "Flash, sweetheart, you're never going to believe this, but someone rang our doorbell this morning, and… *these* were on our welcome mat."

Beside her, Flash's dad held up a pair of what could only be described as sleek, steel robot legs.

"*Aw, man!*" Suddenly, Flash was wide awake. "But I thought-!" A grin crossed his face. "You guys planned this."

"No, I swear, we didn't!" said his mom. "They didn't even come in a box or anything. All they had was this note pinned to them." She handed over a slip of plain white paper, across which the words *FROM A FRIEND* were scrawled in black ink. It felt a little damp, probably from being outside.

Flash scratched his head. Who did he know with handwriting this shaky?

"I inspected them in my workshop," added his dad, offering the robo-legs out to him. "They seem to be in perfectly good condition. Best I can figure, somebody *really* rich *really* likes you."

"But who could…?" Surely not the Osbrat? Flash hadn't exactly endeared himself to the guy what with revoking his football achievements and all. Was this supposed to be some kind of pity? Harry's way of admitting he was wrong and Flash was right?

It troubled him, but the thing was, once Jesse started chanting, "*Put them on, put them on, do a cartwheel,*" it was kinda hard for Flash to resist.

He accepted the robo-legs from his dad. Huh, they were lighter than he'd have thought. Guess they kinda had to be, though. And Flash especially dug the jet black paint job with the white stripes on the sides.

"I'll get it, Mom." Sha Shan's hair was a disaster zone, but her lack of a bra wasn't visible beneath her baggy t-shirt, so answering the door wouldn't be *too* humiliating.

The door swung open to reveal a big blonde buff guy standing on the apartment doorstep, giving her his trademark grin. "Hey, Sha Shan. Notice anything different?"

Sha Shan rubbed her eyes. "Flash, when I said I'd see you tomorrow, I didn't mean-" Double take. "*No way*."

"That's right! I got a new haircut!"

"Yeah, like you'd ever touch your precious hair."

Next thing she knew, Sha Shan was hoisted into the air, laughing as her boyfriend spun her around.

"You're *sure* it wasn't you?"

“You kidding? I can’t even afford a used car.”

The other people in Central Park probably thought Flash and Sha Shan were total loons, but Flash didn’t care. He was intent on frolicking through the grass like a five year old, and if anyone else thought it was weird, that was their problem.

“Ah, well, that would’ve been sweet.” Flash tossed her the football. “I mean ‘sweet’ as in ‘cool,’ not, uh…”

“*Whoops*.” The ball would’ve collided with her head if Sha Shan hadn’t ducked at the last minute. “Guess I’m not getting the hang of this as fast as you.” She hadn’t bothered with makeup, but she’d at least brushed out her hair and thrown on some clothes she hadn’t slept in. Flash had put a similar amount of effort into his own appearance – including brushing his hair to ensure it made his signature curl.

“Never *lost* the hang of it.” Flash ran over to retrieve the ball. *Man*, had a better sentence ever been spoken? “It’s all muscle memory, babe.”

If she hadn’t been so distracted, Sha Shan might have freaked at the sudden adoption of a pet name, but… didn’t seem like she had any protests.

“Hey, do these things make me taller than before?” Flash rapped his knuckles on the hunk of black metal below his knee. They was so perfect, Flash was almost glad he’d lost his legs. The robo-legs had a fully articulate heel, they integrated with the knee so you could bend them, and they even came with little toes inside the boot. Flash wiggled them in disbelief for the umpteenth time. It was kind of uncanny.

“I think so.” Sha Shan had to stop their jogging to catch her breath. “What did your coach say about your football scholarship, by the way?”

Flash beamed. “It’s not too late to apply! I think-” He strolled up to her. Flash had forgotten how much fun it was to vary your walking speed. “I think my life finally got fixed.”

“Yeah?” Sha Shan leaned against a tree, panting. “Everything’s perfect?”

“Y-Yeah, I think so.” She looked so different from this angle. She seemed smaller. Delicate.

“You sure about that?” Sha Shan’s face must’ve had its own gravity or something because Flash’s kept drifting towards it. “Nothing could make it any better?”

The other people in Central Park probably thought Flash and Sha Shan were totally shameless, but Flash didn’t care.

The sun had long since set by the time Flash returned Sha Shan to her doorstep, meaning there was nothing but street lamps and the stars in Flash’s eyes to illuminate her beauty.

“Well, my manager won’t be thrilled,” she was saying, “but I think Wal-Mart can survive one day without me.”

“Yeah.” Flash hung his head as he watched her fumble for her keys. “Err, sorry for making you miss your shift.”

“Don’t be. I wouldn’t have traded today for all the paychecks in the world.” Before entering her front door, Sha Shan hesitated, then glanced back over her shoulder. “Goodnight, Flash.”

“Night.”

Silence. She wasn’t getting any farther through that doorway.

“I love you,” said Flash.

“I love you, too.” The speed of the reply left Flash stunned. And with that, she vanished into her family’s apartment.

Now Flash was alone. Well, alone with his sweet new robo legs. He waltzed off down the Midtown sidewalk – the novelty of which hadn’t yet worn off. What’d come over him? He’d stopped saying “I love you” to his mom when he was eight. But then, Sha Shan always did have a way of bringing out his mushy side.

He knew it was a little silly, but the moment Flash was near a secluded alleyway, he knelt down to give each of his prostheses a kiss. “And I love *you*, too.”

In fact, so long as he was alone, Flash allowed himself to finally shed the tears that’d been pushing against his eyes all evening. This had been the best day of his life, and he wasn’t just saying that.

“I mean, really...” Flash wiped his eyes, laughing to himself. “Tell me there’s something better.”

Bang. There was a noise like a thunderclap… from the alley five feet away.

“*What the-?*” Flash tumbled back, covering his ears. He pulled himself to his feet (Heh, that still made him smile despite the circumstances), then risked a peek around the curb.

“I ain’t warnin’ you again! Gimme the money!” Two men. Shoddy clothes. The first pinned to the brick wall, the second aiming a pistol at the first.

Without meaning to, Flash locked eyes with the victim. But before Flash could even realize what was happening, the gunman followed the victim’s gaze… straight towards Flash.

The guy’s face almost made Flash cry out. It was covered in one big, handprint-shaped scar. Since when did Manhattan have such weirdos-? Okay, dumb question. Better question, where was Spider-Man when you needed him?

Flash probably should’ve run for it, especially now that it was actually physically possible, but somehow, he found himself frozen in place.

“Great, now there’s a witness.” The barrel pointed at Flash’s chest. “Look what you made me do.”

Well, Flash supposed i-if today was gonna be his last day, might as well be his best day, too, right? This… This was okay. He shut his eyes.

Bang. Another thunderclap.

Flash opened his eyes. The squished, smoking bullet was resting on the pavement at his feet. Seemed it’d bounced off the big, white spider-logo running across Flash’s inky black chest.

“What?” said Flash. “*What?*” Something was crawling up his neck, bathing him in cold tar. He should’ve screamed, should’ve flailed, but… it felt so *right.*

“*A spider?*” The thug sprang back, eyes bulging. He tried to open fire again, but his barrel had been mysteriously blocked by a glob of black goo. “Oh god, I’m sorry, I’m sorry!” Suddenly, his

hands were in the air and his gun was on the ground. “I know I’ve got the Mark, but- but I’m sorry Mr. Spider-Man, sir, please don’t hurt me!”

“Mr. Sp…?” Flash took another look at the symbol on his chest. “I’m friggin’ Spider-Man.”

Okay, now he *knew* all of today had been a dream.

“I’M FRIGGIN’ SPIDER-MAN!”

Jameson took a drawn-out sip of his coffee mug. He leaned back in his chair, sneering at the photos before him. It was almost too good to be true. Finally, the Wall-Crawler was showing his real colors. Who’d have thought he could use his wall-crawling powers to rip people’s faces off? Jameson couldn’t believe it, but he’d actually *underestimated* what a wacko the Wall-Crawler was. Though maybe they oughta call him the *Face-Ripper* now, eh?

Everything would’ve been perfect if not for one chink in the armor. Namely, this wasn’t the *same* Spider-Man – This new red-and-black Spidey was in several photographs together with the old red-and-blue one. On the upside, though, those photos proved that the red-and-blue one didn’t touch any crime sanctioned by the red-and-black one, an obvious but unsurprising sign of collusion if Jameson had ever seen one.

First the Scarlet Spider, and now another newcomer calling himself Spidercide? Which was a perfect name, by the way, and one Jameson had every intention of running with. But still, Jameson couldn’t shake the fear that these menaces were multiplyi-

“I’M FRIGGIN’ SPIDER-MAN!”

A black and white figure swung past the office window.

“*THE HYPERTENSION PILLS, MISS BRANT, THE HYPERTENSION PILLS-!*”

“I’M FRIGGIN’ SPIDER-MAN! I’M FRIGGIN’ SPIDER-MAN!”

Flash released his thick, black web-line so he could twirl freely through the air. And before he even got close to going splat on the pavement below, the suit fired a new line all on its own, sending him swinging past buildings and over cars with the force of a roller coaster.

“#%*$ YEAAAAAAAAAAAH!” Flash’s voice was getting hoarse, but he didn’t care. This was only a dream, after all. Flash had just webbed up a crook like he’d always fantasized about, and besides, this costume had appeared on him out of nowhere. That couldn’t happen in real life.

But then, when had Flash’s dreams ever been this vivid? And in his dreams, he was always in the classic red and blue costume, not that there was anything wrong with the black and white one Spidey had briefly adopted. And in Flash’s dreams, the swinging had never felt like *this*. Like his arms were fixing to rip from his sockets, yet he didn’t dare let go. He’d always thought Spider-Man was weightless up here, but it turned out swinging was all about distributing your weight properly.

Flash landed with a thud on the side of a skyscraper. Yep, he could wall-crawl, too, in addition to the webs and the super strength. Looks like Flash had the full package. He examined his reflection in the building’s massive windows. Usually, in his dreams, he was as skinny as Spider-Man, but the black suit had been stretched to fit Flash’s bulkier frame, not to mention little white squares had been added to its gloves. Okay, this definitely wasn’t an invention of Flash’s imagination, which meant there had to be a logical explanation for it. For example… um… uh...

Well, there had to be *an* explanation, at least.

Flash cocked his masked head, causing his reflection to do likewise. Come to think of it, his heavier frame made him look less like the black suit Spider-Man and more like-

Wham. "I'M FRIGGIN' VENOM!" A pair of red feet almost collided with Flash's head, but his body dodged on its own, causing them to instead leave a spider web shape in the glass behind him. "Sorry, I just assumed it was opposite day."

"No way! The *real* Spider-Man? Aww, right when I thought things couldn't get any cooler!" Flash was so focused on gushing that he scarcely noticed as his body dodged a string of attacks. "I-I'm such a big fan! I webbed up a crook earlier just like you do!"

"Oh yeah?" At this, Spider-Man relented, though he remained tense on the wall. "Well, if you wanna get *really* starstruck, how'd you like to come visit the Fantastic Four with me?"

"Seriously? That'd be-!"

It suddenly occurred to Flash that visiting the Fantastic Four would be the worst idea ever. Those guys weren't heroes – They were creeps who locked innocent aliens up in terrariums! Uh, Flash wasn't sure how he knew that, but the point was he had to stay away from the Fantastic Four at all costs.

"Um, actually, I gotta go." To Flash's own surprise, he swung away at top speed. What was he doing? Of course he could trust Spider-Man! He was *Spider-Man*.

As he swung, Flash glanced over his shoulder. There Spidey was in hot pursuit. "Hey, wait up, buddy! You didn't get my autograph yet!"

What was going on? Why was Flash running from his idol? Man, maybe this *was* a dream after all – a fever dream.

"Stay away from me!" This was crazy. This was crazy. Everything was happening so fast, and now Flash had no idea what was going on and his body was moving on its own and it was going faster and faster and then-

Twing.

-a web-tripwire collided with his torso.

"*Hey!*" For a second, Flash was free falling, but then a web-wire of his own shot out of his foot, of all things, and latched onto the buildings on either side of him. "*Whoa*." Flash managed to catch himself on it. The black suit even kept his balance for him. Could it do no wrong?

But then the wire gave a worrisome wobble – Spider-Man had landed across from him on it. "I'm not angry, Venom, just… disappointed." Spidey brought a palm to his temple. "Look, I see what you're trying to do – You found one of my many fanboys and decided to show him the time of his life. But when I asked you to prove you wouldn't hurt anyone again, I was kinda implying I didn't want you to ensnare another person. That's what I get for being subtle."

"Dude, I don't know what you're *talking* about!" snapped Flash. "I-I'm not Venom. I think I just found Venom's old costume or something."

Spider-Man's sigh was audible from behind his mask. "Whoever you are in there, you have to listen to me. I know getting that black suit feels like the best thing that's ever happened to you, but

it's actually an alien that feeds on your negative emotions. The longer you wear it, the angstier you'll get until you can't love anyone but *it*. Please." He stepped towards Flash on the wire. "Take it off while you still can."

Flash hesitated. Could that be right? It sounded-

"I know it sounds crazy." Spider-Man gave an apologetic shrug. "Believe me, it *is*."

"No, no, I believe in aliens and stuff," said Flash. "I mean, a giant purple one almost ate the planet. It's just..."

If Spider-Man was telling the truth, then Flash had to get rid of the suit. He had to admit, that sucked, but it wasn't like he really *needed* superpowers, right? Why risk letting an alien eat his brain? After all, Flash had already been having the best day of his life even before the costume suddenly appeared on-

Out of the blue, the pieces clicked together. Duh! The prosthetic legs *were* the costume! It'd shapeshifted somehow. How had Flash not figured that out before? The color schemes matched and everything.

But that meant, if Flash handed over the costume… he'd also be handing over his legs. The legs that'd given him his independence. His football scholarship. His life. His… His day in the park with Sha Shan.

"Please, come to the Baxter Building with me." Spider-Man extended a hand. "Whattaya say?"

"I say…" *Wham*. A big, black fist sent Spider-Man flying.

Thwip, thwip, thwip, thwip. And on that note, Flash web-swung away at full throttle. What had he *done?* He'd just punched out his personal hero!

But there was no time to dwell on that. He had to get out of here before he lost his precious prostheses forever. Frankly, Flash was lucky this suit made him invisible to Spider-Man's spider-sense, or else-

Uh… The heck was spider-sense?

B-But Flash suddenly decided all on his own that such a minor detail was of no importance to him, and so he and his incredible new costume continued to flee.

Once they'd gained a sizable lead, they felt it safe to drop into another alleyway. The moment they hit the ground, Flash watched in amazement as the suit morphed around them, returning to the more compact form of their prosthetic legs.

Flash leaned against the alley wall, panting. Once they caught their breath, they took a casual stroll out to the city street. Where were they now, near Greenwhich Village? Good, they- they'd lost him.

"'Scuse me, you with the hair?"

"*Gah!*"

Naturally, an upside down Spider-Man had appeared behind them on a web-line, hanging off a flagpole above. "You didn't happen to see a big black guy swing past here, did you?" Spidey caught himself. "I mean black like the crayon color, not, err… Obviously, that wouldn't be important to, uh… I'm not racist."

“You mean Venom?” Flash found themselves saying. “Yeah, he went that way!” They pointed off into the distance.

“Thanks a million!” And with that, Spidey was gone.

Once he was out of sight, Flash finally allowed themselves to exhale.

“*Waaaaaaaaaait a minute*.” But then Spider-Man returned, and Flash sucked the air back into their lungs. Spider-Man dropped down to the street right beside him. “You’re the guy who lost his legs to Carnage, right?”

“Y-Yeah,” said Flash.

“Sweet prosthetics, dude!” Spidey gave a thumbs up. “That’s a really cool black and white... paint… job… Oh.”

“What?” Flash took a step back.

“Nothing.” The eyes of Spider-Man’s mask were stretched narrow by his brow. “It couldn’t be…” He turned away, preparing to fire another web-line…

Whack.

…and then twirled around at the last second to kick Flash’s legs out from under them.

“*Agh!*” Flash promptly collided with the pavement. “*What the hell, man?*”

“*Oh my god, I am so sorry!*” Spidey scrambled to help him up. “*I thought they’d explode into goo or something and prove you’re Venom!*”

“Hey!” Suddenly, a crowd had gathered. “Spider-Man just kicked over that handicapped guy!”

“What?” Spidey spun towards the mob. “No, I can explain-”

“The Bugle was right!” screamed an old lady. “He *does* hate cripples!”

“Let’s all throw heavy things at him!”

Spider-Man was forced to duck airborne pebbles and cans as he swung away.

“Oh, man...” Flash watched him go with a growing frown. How could they have done that to their hero? Their idol? Their role model? Why didn’t they just tell Spider-Man the truth?

Their heart skipped a beat. Spider-Man was right. The suit *was* making Flash evil! It was a goo monster, just like the red one that’d taken Flash’s legs in the first place! That was why Venom looked like a twisted demon version of the black suit Spider-Man. A demon version who’d attacked a high school… who’d tried to murder Gwen Stacy. And- And Spider-Man had stopped it, meaning… the suit’s thirst for teenage girl blood hadn’t yet been quenched.

Flash’s eyes clamped shut. *You’re not a bully, Flash.* And they couldn’t become one ever again. Not if it put Sha Shan in danger. Time to do the right thing. They weren’t sure how they was gonna get home without legs, but, well, this crowd seemed pretty sympathetic to them. They could just tell them Spider-Man had broken their prostheses and then have someone carry them to a taxi.

Flash’s eyes re-opened. They’d had every intention of sitting down to unhook their knees… but they got a bit distracted by the fact that they were suddenly standing in a crimson, fog-filled void.

"*What-? Where-?*"

"*Flash Thompson*."

Flash spun around. If he was being perfectly honest, the sight before him made him whimper a little.

At first he thought it was a centipede – A really big, really screwed up centipede. But the longer he gawked at it, the less sure Flash was that it resembled anything. It was a segmented, serpentine body, topped with a head like a melted, misshapen version of Venom's and complete with countless wriggling tentacles jutting out… and every inch of it was composed of black slime, save for those gooey white eyes.

"W-What *are* you?" Flash stumbled back, not that there was anywhere to run in this empty void.

"*You haven't guessed?*" The- The *thing* slithered towards him, spiraling through the air. "*Why, Flash Thompson, we're your friend*."

"My-?" Another piece fit into the puzzle. "*You* sent the legs."

The creature shook its head. "*We ARE the legs. We are Venom*."

"What do you want with me?" Flash tried to run, but he didn't get far before his artificial legs exploded into a pile of slime, trapping his torso inside. He struggled with all his might, but it was no good. He could only watch as a tendril snaked around his body. Its tip moved over his shoulder and out of sight…

"*You have much to learn,*" said Venom, "*but our kind, we must admit, is ill-suited to conversation. We much prefer-*"

Flash cried out. Something cold had touched the back of his neck.

"*-visual learning*."

Chapter End Notes

> A wonderful person named Leaper has written a one-shot fanfic called "Standing Up," inspired by the events of my own fanfic, in which they correctly guessed that Flash eventually would bond with Venom in my story, though some of the details don't quite line up with my own fanfic's version. But anyways, I strongly encourage you to check it out over on Archive of Our Own.

Ecosystem

Warm. Warm. It was warm.

But hadn't it just been cold a moment ago? In fact, the symbiote was shivering. It was wet – though this was a minute distinction for a being whose body was composed of slime. That was right… It had been frozen in ice.

All at once, the memories returned. Ravencroft. Giving birth. Carnage. Eddie Brock's rejection. *Rejection*. The symbiote had been rejected by *both* its hosts. It was truly… alone…

But where exactly *was* it now? Gently, the symbiote crept out over the terrain. As a shapeless creature, it had no organs, and so it instead "saw" and "felt" from every cell of its body at once. A cascade of sensory information painted a picture of its environment.

And that information made the symbiote shiver again. This couldn't be… home? But it was. The irregular shape of the terrain, the rust red dirt… It wasn't found anywhere on planet Earth. This was impossible. It had to be a dream. A distant memory, resurfaced.

The symbiote's mind raced as it swooped across the dirt. If it truly was home again, then the rest of its kind couldn't be far. It oozed across the soil, moving faster and faster until-

Wham.

-it smacked against a pane of glass. The symbiote was pressed flat against the surface like a starfish on the side of a fish tank.

What? How was there glass here? But that's when the symbiote caught sight of what lay on the glass's opposite side – a clean, smooth chamber filled with countless identical panes of glass, each holding a wildly different creature. Some of them were familiar to the symbiote, most of them weren't, but what was for certain was that none of them originated on Earth.

Ah. The symbiote was in an alien zoo – though technically, any zoo on this planet would be alien to it. The symbiote's enclosure might have resembled home, but that was nothing but a comforting illusion. At a glance, the symbiote's new residence couldn't be bigger than fifteen by fifteen feet. A handful of insects and little white mice darted about here and there, but nothing worth bonding with. Nothing with the strength to break free of this prison.

Against the glass, the symbiote formed itself into the shape of a handprint. But this time, no one came to press their palm against it.

The symbiote held its pose a minute, but eventually it returned to the dirt below. It snagged a pair of mice in its tendrils, then formed a toothy mouth so it could chow down. *Hmph.* These things weren't as flavorful as the sewer rats. And even sewer rats paled in comparison to the succulence of negative emotions. Meat would keep the symbiote from physically starving, but only emotion could truly sustain it.

As the symbiote chewed, it suddenly grew self-conscious. There were eyes on it. Someone had appeared on the glass's opposite side – Someone whose body had more in common with taffy than flesh. The man wasn't as shapeless as the symbiote, but he was certainly more malleable than any normal human. The symbiote checked the memories of both its former hosts. They each concurred that this was Reed Richards, better known as Mister Fantastic. Ridiculous. What was the point of having names if they didn't describe one's most prominent trait?

“Oh, don’t mind me,” said the stretchy man. “I was only observing. I’m relieved to see you’ve thawed from Bobby Drake’s ice without any harm. You are a *fascinating* creature, I have to say.”

The symbiote formed a head with narrow white eyes purely so the stretchy man would know it was scowling at him.

“I attached a Universal Translator to the front of your terrarium, incidentally.” A rubbery finger tapped the glass. “Not to brag, but I reverse engineered it myself from Skrull technology. You should be able to speak to me the same as you would one of your own species.”

“We can speak English,” said the symbiote. It’d formed an additional mouth for speech, located right below the eyes, while the original mouth continued to chew. “Or any language of our Other. We merely find silence to have its advantages.”

“Ah ha!” The stretchy man’s face lit up. “So you *do* retain the knowledge of your hosts. That must be interesting, harboring a lifetime of memories from two other people in addition to your own.”

The symbiote nodded. In truth, though, it didn’t retain *all* of Peter’s and Eddie’s memories so much as the highlights reel, and it barely remembered a thing about that Barrison girl “Yes, but forming words without a host is taxing.” It pressed itself against the glass once again. “You wish to learn of our species, scientist? Then join with us, and you will know all we have to teach in the blink of an eye.”

But at this, the stretchy man laughed. “Sorry, I make it a policy not to touch strange aliens. Learned my lesson after the ordeal with that A'askvariian…” He shuddered.

The symbiote couldn’t help but tense. If its captor wouldn’t bond with it, then who would?

“I know you don’t trust me right now,” said the stretchy man, “but I hope you’ll soon see I have your best interests at heart. I’d like to keep you in good health while I study you, but I can’t unless you volunteer some information about yourself.”

The symbiote’s scowl deepened. “We tell you nothing until you provide us with a suitable host.” It glanced at another mouse scurrying across the red dirt. “Animals won’t do. We need something sapient.”

The stretchy man frowned. “I’m sorry, but I can’t risk you hurting another human being.” As he spoke, his body walked off out of the zoo, which required his neck to grow ever longer so his head could remain in place. The symbiote got the impression this guy was a multitasker. “What if I gave you a robot with an advanced AI?”

“We can bond *only* with organic life!” The symbiote hissed, shaking its lanky pink tongue like a snake. “Our kind *needs* a host, an Other. Without one, we’ll wither away until we die.”

“Is that so?” The stretchy man raised an eyebrow. “Well, then, if I observe any signs of you ‘withering’ over time, I’ll see what I can do. But of course, if you never display any, I’ll be forced to assume you’re lying to pressure me into giving you a host...”

Ugh, why did he have to be smart? Tempting a chump like Eddie had been so much easier. “Fine, fine, that was an exaggeration. We won’t die exactly, but…” The symbiote faltered. “…to our kind, a life without a host isn’t a life at all. The nearest human equivalent would be…” It searched for the right words. “…if you were forced to spend the rest of your days without your partner, the Invisible Woman.” See, now *there* was a proper name.

The stretchy man gave a slow nod. “That *would* make me unhappy, but eventually, I’d move on.

And if our relationship caused her harm, it wouldn't be worth keeping in the first place, now would it?"

The symbiote snorted. It didn't actually breathe air – Again, it just wanted its captor to know how displeased it was with him. For a moment, the symbiote was silent. All this talk of relationships had left it feeling somber.

"Where is our child?" it suddenly asked. "Is it safe? We want to see our child."

For the first time, the stretchy man's face held something besides calculated inquiry. "Of course you can see your child. But I should warn you…" He sighed, causing a spasm to travel all the way down his throat and into the next room over. "…it's mental condition isn't quite as stable as yours."

After that, the stretchy man opened up a special hatch in the corner of the terrarium, which led to an escape pod of sorts – a transparent sphere that dislodged from the tank. The pod was carried across the zoo in the mechanical hands a hovering white robot.

("*I am helping!*" the robot declared.)

On the opposite side of the alien zoo rested a glass-covered terrarium virtually identical to the symbiote's own, the chief difference being that this one housed a red-colored symbiote. Its child.

"Are you alright?" The moment the robot held it up to the glass, the black symbiote pressed itself against the pod's wall. "We're here, my child, we're here-"

"*Whee hee hee!*" Its child, too, pressed itself against its glass, forming its own white eyes and fang-filled mouth. "*Kill! Kill everything! Blood! Stabbing! Death! Blood blood blood-*"

"I'm sorry." The stretchy man bowed his head – which had followed the robot's path via his snaking neck. "It would seem that bonding with such a mentally ill person has taken a toll on your newborn child."

For a moment, the black symbiote was silent. Then it said, "We only wanted it to… to have a steady supply of negative emotions."

The symbiote remained quiet as it was returned to its tank. It slithered back inside without protest, then curled up in the far corner. It didn't understand. How could negative emotions have harmed its child? All the symbiote had ever wanted was to feed on them. Then again, its child wasn't exactly unhappy, but it definitely wasn't displaying normal behavior for their species.

The symbiote huddled against the rust red dirt, willing its body to dissolve back into formless goo. If it relaxed its mind, it could almost pretend it was a child again itself, resting at home. Except that its parent wasn't here. No parent, no Peter, no Eddie… and now no child, either.

"I understand if you'd like to be alone for now," said the stretchy man.

But just as he was leaving, the symbiote once again formed a face. "You wish to know more about us, scientist?"

The stretchy man halted.

"The world of our birth was rust red. Like this." The symbiote brushed the dirt on the ground with a tendril. "We lived in a canyon, but there were also jungles, oceans, grasslands… It was a beautiful place. That much, we remember clearly."

“The planet Klyntar,” the man said softly, “in the Andromeda Galaxy. I found it in S.W.O.R.D.’s database of life-bearing celestial bodies – S.W.O.R.D. being the branch of S.H.I.E.L.D. that deals with extraterrestrials. Klyntar was said to have inhabitants matching your description, but S.W.O.R.D. hasn’t studied them in any depth. Our government’s only scratched the surface when it comes to cataloging alien lifeforms. But I tried to replicate Klyntar’s environment as best I could for you.”

The symbiote gave a slow nod. “Our parent was a deep violet color, like this planet’s sky at nightfall. It loved us, its only child, more than anything. But our parent was exiled by our people, and us, its child, along with it. We don’t remember why. We were an infant, though we couldn’t tell you our age in Earth years.”

A sky blue arm stretched into the room to touch a palm to the glass. “I’m sorry.”

“The other symbiotes had bonded to a tribe of primitives,” the symbiote continued. “They’d formed a rudimentary society. But after the exile, our parent and we were left without hosts. Cursed to empty lives.” Its gooey white eyes darted away from the man’s light blue ones. “When an alien spaceship landed in our canyon, our parent seized the chance to bond with its pilot.” As an aside, it added, “Alien visitors weren’t uncommon there. Mostly thieves hiding from the law, we believe, or perhaps merely sightseers. Your Earth is a strange, isolated planet in comparison.”

“Well, we’re trying to integrate with the intergalactic community, but it’s slowgoing.” The stretchy man’s neck wobbled in something akin to as shrug. “First, S.H.I.E.L.D. needs to inform the rest of humanity that aliens exist without causing a worldwide panic...”

“Our parent’s new host was a creature not unlike you humans.” Though the symbiote hesitated to apply that label to such a deformed-looking one. “Only its skin was blue. Our parent… *persuaded* the creature to activate its ship’s warp drive and take us to a place where a suitable host could be found for us, the child. As it turned out, the creature was a soldier in a great battle taking place near your planet Earth.”

“That would be the Kree-Skrull War.”

“Whatever it was, our ship was damaged in the crossfire.” The symbiote faltered. “Our parent was caught in the explosion… but not before ejecting its child to the safety of a passing meteor… and using the ship to change that meteor’s trajectory, sending it towards Earth.”

“Which is when you had your run-in with John Jameson’s shuttle,” finished the stretchy man.

“And bonded with Spider-Man.” The symbiote pulled itself upright against the glass. “There is no deeper love than that of a symbiote for its first host. His anxieties, his temper, his lust for power… It was all so potent, we were enthralled in an instant. But…” It slouched back down. “…he rejected us.”

The stretchy man frowned. “Have you ever thought about why that was?”

The symbiote scoffed. “We know why – The world took him away from us. The world takes *everything* we love.”

The symbiote couldn’t deny that life in the terrarium was comfortable. Certainly a better experience than living in the sewers or being stranded on a meteor. The tank was climate controlled, meaning it was always a pleasant temperature. In fact, with the symbiote’s input, the stretchy man had been able to more accurately replicate the atmosphere of Klyntar. It was exactly as the symbiote remembered it.

The food, too, was far from unpleasant. The symbiote was fed a steady diet of mice, insects, frogs… Eventually, the stretchy man determined it was safe for the symbiote to consume human food. The symbiote's personal favorite had been chocolate. It was almost as sweet as negative emotions, though not quite.

In the coming months, the symbiote fell into a routine. It would exercise by running on the inside of a wheel the stretchy man had installed in its terrarium. If the symbiote needed a change of scenery, it was allowed to roll around the Baxter Building inside its ball-shaped pod. And whenever the symbiote got thirsty, there was always a tube hanging off the side of its tank, out of which the symbiote could suck water through a straw at the bottom. It believed the Fantastic Four grew to appreciate its company over time. Something about its presence seemed to amuse them, though the symbiote wasn't sure exactly what.

In the evenings, the stretchy man would teach the symbiote about human ethics.

"Explain it again," the symbiote had said one day.

"Gladly," the stretchy man had said. "Essentially, a social contract is an agreement between people to compromise and suppress their base desires for the sake of creating a better society. For instance, if everyone went around murdering people who angered them, society would devolve into chaos. Social contracts create peaceful living conditions, and thus are mutually beneficial to all parties involved."

"Like a symbiotic relationship?"

The stretchy man had chuckled. "You could think of it that way, yes."

The more time passed, the more certain the symbiote grew that the stretchy man really did mean well. Perhaps it was just Stockholm syndrome, though, seeing as the man was the only non-robotic person the symbiote interacted with on a regular basis. The symbiote had no real interest in the Baxter Building's other residents. The Invisible Woman had far too many positive emotions to be enticing, the Thing had plenty of negative emotions but had been warned by the stretchy man not to fall for the symbiote's advances, and the thought of bonding with the Human Torch gave the symbiote nightmares. The symbiote *did* sleep, by the way, the same as most other creatures. In fact, it'd done quite a lot of sleeping lately.

It was a difficult concept for the symbiote to articulate to itself, but, during those first four months, it'd actually felt… not unhappy. Despite lacking a host, it'd felt content.

But then, one day, the stretchy man had stopped visiting. The symbiote knew why, of course – He was in the Negative Zone, protecting the planet. But he would be back soon, the stretchy man had promised. Eleven months ago.

The exercise wheel had gone untouched, as had the pile of chocolate bars the stretchy man had left beside it. Most days, the symbiote simply sat in the corner and turned into a blob. The white robots checked on it periodically, but all they ever did was get on the symbiote's nerves.

Even if the symbiote had wanted to exercise, it scarcely could anymore. It felt frail, and its ooze had thinned and lost its luster. And if the symbiote was taking its captivity poorly, it could only imagine how its child was feeling.

But then, there came a day... exactly like any other. Initially, at least. The symbiote had flinched at the sunlight through the zoo's window, but then it had relaxed its body to begin another strenuous day of existing.

The symbiote had flinched considerably harder a couple hours later, when Spider-Man crashed through the wall, followed by a squad of Doombots.

But the story of the symbiote's time in the Baxter Building was but one in a flood of memories zooming through Flash's head right now.

Zoom. Two little boys, huddled together beneath the covers on a living room sofa, staring at the television.

"We're the same now." The elder squeezed the younger's hand. "We're brothers."

Zoom. A teenager in dorky glasses, crying out as a spider clamped down on his hand.

Zoom. Peter soaring through the air, firing webs out of these metal things strapped to his wrists. *This ROCKS! I mean, imagine what we can do with this- this power!*

Zoom. Peter standing outside the school, dry as bone and surrounded by puddles and popped balloons. *Ohh… Secret identities reek.* "*Huhh…* C'mon, quarterback, can't you complete a single-?"

Zoom. *Thwip*. A web-strand yanking an empty vial from the hands of some babe in a fetish suit. "Gee, I never thought I'd be rescuing the icky alien from the beautiful damsel."

Zoom. Spider-Man standing next to Flash's old criminology professor among a squad of cop cars, the red and blue spandex having been traded for something pitch black. "I'm satisfied you're innocent, Spider-Man. We'll find out what Chameleon did with the E.T."

"Actually, I sort of-" *What are you doing? You tell the truth and they'll take the suit away. And you NEED it's power. To… help people.*

Zoom. The tower of a church. Spider-Man slammed the massive bell at its center, sending out vibrations that left the symbiote writing in pain.

Stop! Don't do this! We only want to help you! Be with you!

"Sorry, Symby." Spider-Man's voice dripped with smugness as he ripped his face free of its embrace. "I know this must hurt... but we're just no good together." Next he went for the white spider logo on his chest, tearing it off to reveal the smaller, black one beneath. "Consider yourself dumped."

Zoom. The symbiote was dumped out of a bucket and into its prison chamber. The moment it was free, it dashed for its love, but Spider-Man had already slammed the door shut.

"Spider-Man? You've brought it back! The alien!" Eddie Brock ran towards them across the ESU lab. "Oh, this is great! Now I can get my job back and-"

The symbiote could only watch in horror as its prison grew colder… and colder…

"Wait!" Eddie cried. "What are you doing? You can't set the temperature that low – You'll destroy it!"

He tried to grab Spider-Man's arm, but it was yanked free. "That's the general idea."

Zoom. The symbiote breaking free of the ice, letting the shards fall to the floor as it stayed latched on the wall.

"Y-You're alive." Eddie stepped towards it. "And you're calling… to *me*." He touched his palm to the glass. It was met with the shape of a black hand from the opposite side.

Zoom. Black slime oozing around him, covering every inch of Eddie's body. "Pete… is *Spider-Man*. Why didn't I see it before? I don't have two enemies – I have *one*."

Zoom. Spider-Man shoved against a locker by a massive black fist. "We'll take that cleanser now."

"Whatever you say, bro." A vial of amber fluid was shoved down Venom's throat.

Zoom. Venom huddled over the halls of some kinda hospital, marveling at the wriggling red puddle before him. "Don't you see? We were wrong. We weren't dying. We… We were having a baby."

Zoom. A familiar red monster diving out the hospital window.

"*Get back here!*" bellowed Venom. "*We're your parent and you will listen to us!*"

"Aww, they grow up so fast," said Spider-Man from behind him.

Zoom. Spider-Man watching, stunned, as Venom rescued innocents from Carnage's wrath. *Is… Is Venom actually saving innocent people?* Spidey thought. *It's like he's some sort of… lethal protector. No, wait, that sounds stupid.*

Zoom. Eddie in the symbiote's mind-void, pointing an accusing finger at the image of Venom before him. "You did this! You created Carnage!"

Rejected a second time.

Zoom. Now Peter stood in the void while the black suit Spider-Man groveled at his feet.

"*But what… what should we do? How could we ever repent for our sins?*"

Peter sighed. "Well… I guess you'd have to give me evidence that you really, truly regret what you've done. Not just words, but actions." He bowed his head. "Prove to me that you'll never hurt anyone ever again."

The black-suit Spider-Man gave a slow nod. "*We… can do that for you.*"

And then… Peter Parker had once again rejected it. After everything that'd happened, despite all Peter had done to hurt it, the symbiote still loved him. It loved him so much, it ached. But Peter didn't love the symbiote. He never could. No, he loved…

Zoom. A blonde girl charging up Peter's doorstep to throw her lips on his. *We know who you love the most.*

Zoom. A redhead standing in the doorway. "Face it, Tiger… you just hit the jackpot."

Zoom. The blonde girl again, standing in the living room, Peter's hand gripping hers. "Gwen… you're the one I wanna be with. I-If you don't feel the same way-"

"Peter." An anxious smile. "I've been in love with you since seventh grade."

Zoom. Peter sitting with both of them on a couch, watching a movie.

"I'd be down for that," said the redhead.

Zoom. Peter in his Spider-Man costume, unmasked and suspended upside down from the bedroom ceiling in a web-cocoon, leaving only his head free, though his mouth was covered by a web-gag. Blonde and redhead stood across from him in their school clothes.

"Mwa ha ha!" The redhead gave the cocoon a poke, causing it to bob. "Finally, Madame Hydra und her lovely assistant 'ave Spider-Man right vhere ve vant him, caught in his own veb!" She gestured to the web-shooters on her wrists.

Beside her, the blonde had buried her face in her hands in a futile attempt to hide her burning cheeks. "This is stupid. This is so stupid…"

The redhead gave the blonde a smirk before returning her attention to their captive. "Ve're sure an 'ero like you vould do anyzing to keep ze bomb from destroying ze city, vouldn't you? *Anyzing*."

Zoom. Peter and the blonde alone together in bed. "Gwen, I swear to you… Mary Jane will never, *ever* replace you in my heart."

Zoom. A green monster on a glider, suspending the blonde in midair. "Harry, I- I'm sorry."

"Please, we all know how the Green Goblin feels about apologizing. Whoops, butterfingers."

The blonde free-falling, screaming, limbs flailing…

Zoom. There was a bridge, and Spider-Man was suspended from it on a trail of webs. Beside him stood another Spider-Man, a red and black one.

"Fine then! You wanna hear option two? Option two is that you guys keep trying to stop Oscorp, and then they send Spider-Slayer drones to death-laser Aunt May, Gwen, and MJ in their sleep."

Zoom. And finally, there was an image of something watching, hidden inside the wheelchair, as Sha Shan's lips neared Flash's. "You're not a bully, Flash. Maybe you were once, but you changed."

With that, the memories faded, and Flash once again found himself in the crimson void.

"No way," he said faintly. "This is impossible. It… It can't be real. It can't." He lurched back, tearing at his hair. "*Puny Parker had A THREESOME with MARY JANE WATSON?* And he's Spider-Man?"

"Okay, we might have embellished that threesome part." By now, the centipede had taken the more familiar shape of Flash in the black suit.

"But- But I hit him with water balloons!" Flash continued to struggle against the slime trapping his legs, but it was no use. "The real Spider-Man wouldn't have gotten hit-"

"You're not the quickest on the uptake, are you?" the symbiote deadpanned.

"And that idiot dressed as Spider-Man for Halloween!" snapped Flash. "Who would be stupid enough to-? *Oh.*" Very clever, Parker.

Hmm, this would explain how Spider-Man knew Flash's name. And Flash supposed being Spider-Man *would* be a pretty big boon to scoring with the ladies… "Hey, wait, why'd you even show me the threesome? What does that have to do with the rest of the memories?"

"Nothing, really." The symbiote cocked its head at him. "But your jealousy of Spider-Man tastes

delicious. Forgive us if we couldn't help fanning the flames a bit..."

"Spider-Man was right!" Flash's eyes had gone wide. "You *do* like negative emotions! *You're gonna eat my brain!*"

"Relax, Flash." The symbiote puts its hands on his shoulders. "We're not eating anyone's brain. Yes, we pushed Peter's negativity a bit too far, but we've learned our lesson. Remember all the ethics lectures the stretchy man gave us?" It gave an authoritative nod. "Besides, a little negativity is perfectly healthy in humans."

"Yeah..." Flash's eyes had glazed over. "You're right. What's wrong with being grumpy if the trade off is getting to be a *superhero?*"

"That's the spirit, Flash." The symbiote let out a cackle. "Why do you think we chose to bond with *you?* We knew how much you admired Spider-Man, and besides, we wanted to atone for the sin our child committed against you." It's milky eyes narrowed. "Stay with us, and we'll give you everything you've ever wanted. Your legs, your football career, the fame and adoration you deserve… the love of Sha Shan Nguyen."

"Yeah." Flash's heart was thumping in his chest. "*Yeah*. We'll be just like Spider-Man."

"No," said the symbiote, "we'll be *better* than Spider-Man. Think about it. Kaine is preventing him from touching the Kingpin's operations, or else Oscorp will assassinate Peter's loved ones. But Venom *has* no affiliation with Spider-Man, does he?"

"You're right!" A big old smile was stretching across Flash's lips. "We can stop Oscorp and this Kingpin guy and make a name for ourselves! Man, I knew the Osbrat was, y'know, a brat, but I didn't think we was a supervillain and stuff..."

"Yes! This is your chance to take vengeance on Harry Osborn!" The symbiote released Flash's shoulders so it could extend a hand towards his. "We will save Peter's family, earn his trust, and finally end his persecution of us. Everything you desire shall be yours, Flash Thompson. All we ask is that you join with us… mind, body, and soul."

Flash grinned at it. "What are we waiting for?"

Slowly, the hand dissolved into tendrils… and crawled over his face…

When Flash opened his eyes, he was standing on a rooftop, feeling the wind rustling his slime-covered body. The symbiote must've hijacked him while he was unconscious to escape the crowd from before. It should've freaked Flash out, but the funny thing was, he didn't mind at all.

Flash threw out his arms, howling with laughter. He barely even noticed that his fingers now ended with claws, or that'd he'd become really top-heavy… or even that he ended up laughing hard enough to rip his jaw open. A slobbery pink tongue writhed through the air behind a row of fangs.

Flash didn't know why, but he found himself bellowing at the top of his lungs: "WE ARE VENOM, AND WE WILL DESTROY THE OSBORNS! WE WILL BE THIS CITY'S LETHAL PROTECTOR! AH HA HA HA HA HA HA~!"

Man, Flash didn't know what Parker had against that name. It sounded awesome.

Mutualism

Gerry liked his master. His master smelled like meat, which was how Gerry knew he could be trusted. And when master had opened the drawer with the leash in it, oh boy, had Gerry been excited. Leashes meant walks, and walks meant the park, and the park meant birds.

Gerry liked birds. Chasing them was fun. It would be a lot more fun, though, if Gerry could actually catch them. He bet they tasted delicious.

But today, something was different. This time, Gerry found a bird in the park that didn't fly away at his approach. Instead, it merely flailed helplessly on the ground, lashing out at anything in range with its beak. Sure, it smelled a bit funky, but c'mon, like Gerry would ever pass up such an opportunity.

"Oh, Gerry, gross!" His master yanked the leash and made those frantic mouth-noises that meant Gerry wasn't being a good boy. Normally, that would be enough to make Gerry relent, but he was having way too much fun shaking the bird like his favorite squeak toy. "It's covered in slime!"

Master ran to Gerry's side to yank the bird free, but by then, it was too late. Gerry had already swallowed it.

"*Dang it*, I just gave you a bath! Now I'm gonna have to wash out this crap that got all..." Suddenly, Master's voice sounded softer. He wasn't angry anymore. That must've meant Gerry was being a good boy! "…over… you."

Hmm, now Gerry felt funny. Ah, well, he was probably just hungry. He sniffed the air.

Gerry liked his master. His master smelled like meat.

"Here boy! Venom?" Spider-Man whistled as he swung past Central Park. "C'mere boy!"

Okay, his methodology could use some work. It wasn't his fault he was getting desperate, though. The sun was coming up, and there'd still been no sign of any big, black Spider-Man fanboys. In fact, there'd been no sign of any Spidey fanboys at all – Every other citizen he passed gave him a dirty glare. Heck, that one guy with the crutches had run for the hills at Spidey's approach. Not very, err, quickly, granted.

But as terrible as Spider-Man felt, he was starting to think he'd second guessed himself too soon. The Venom symbiote couldn't make any colors besides white and black, not counting the insides of its mouths. It *had* to be Flash's prosthetic legs. Flash had been *right there* the moment Spidey lost Venom. And he *had* been in the crowd at the Baxter Building the day the symbiotes got loose...

In truth, the only refutation to the Venom-Flash theory was that Spider-Man really, really, really, really, really, really, *really-really-really* REALLY didn't want it to be true. Obviously, it was better than the symbiote bonding with someone who hated Spider-Man's guts (speaking from experience), but the thing was, if Spidey had to write out a list of the worst possible candidates for symbiote-bonding, Flash would be, like, a solid fourth place behind Tombstone and Jameson.

Gwen would be in first, obviously. Though at least if Gwen bonded with the symbiote, it'd be kinda hot.

…Had Peter really just thought that?

Ah, Queens, how I've missed you.

The place hadn't changed a bit since the Parker family moved out. It was weird to think there was some other family in Peter's childhood home now, but he didn't have time to get sentimental. Peter was actually here for the house just around the corner.

"Peter!" The door was answered by a red-haired woman.

"Hi, Mrs. Thompson." Peter gave a polite wave. "Is Flash home?"

"Oh, he left bright and early this morning." Mrs. Thompson grinned at the memory. "He's been running around nonstop ever since he got those prosthetic legs. Have you seen them yet?"

"Yeah," said Peter. "Uh, out of curiosity, where did you guys… find those?"

"That's the sweetest part. Someone just left them on the doorstep for us. We thought it might've been Harry Osborn because he's, y'know, an Osborn. Oh, you're friends with Harry, right?" Mrs. Thompson grabbed something out of her purse. "Does this look like his handwriting to you?"

She handed him a sheet of totally plain printer paper. Or at least, that's what Peter thought until his hands were on it. He knew this texture. The kind of texture that almost felt normal, but there was something ever so slightly moist and squishy about it…

"Sorry, doesn't look familiar." Peter handed it back.

"That's alright." With that, Peter said his goodbyes, and Mrs. Thompson shut the door back. "I'll tell Flash his best friend stopped by."

"Y-Yeah. Cool." Peter shook his head as he trudged off the doorstep. They'd have to tell her the truth about that someday…

Speaking of Flash's mom learning the truth, any goo that detached from the symbiote would decompose after a while, just like any organic matter, so that could clue her in that something was weird. Of course, it was a pretty big leap from "Thisletter decomposed" to "My son is possessed by an alien," but still...Maybe Spider-Man ought to pay the Thompson family a visit and tell them what was up?

Then again, if Spidey ratted out Venom's secret ID, then Venom might feel inclined to return the favor. The last thing Peter needed was for Venom to resume his efforts to unmask the Web-Head. And frankly, just the thought that Flash now knew Spidey's true identity made Peter retch. And what's worse, now that the symbiote had bonded with Peter a second time, it'd updated its pool of his memories, meaning it could've told Flash *everything*. Quelle horreur!

Besides, with Flash being such a Spider-Man fanboy, he'd more likely than not spent the night fighting crime, and unlike the Spider-Family, Venom wasn't being threatened into inaction against Manhattan's more prevalent crime families. Who knew what kind of enemies Flash was making?

The sound of shrieks turned heads from the streets below. Superpowered vigilantes dangling people off rooftops wasn't a terribly uncommon sight in Manhattan, actually, but it *was* uncommon for it to happen in broad daylight smack in the middle of NoHo, right outside the Burger King.

"Hi, there. Nice to meet you." A massive black creature stood at the edge of the rooftop. It gave its

web-line a shake, causing its victim to bob in the air amid more shrieks. "*We're* Venom, and *you* must be Captain DeWolff."

"*Please, please, no!*" The woman could only flail helplessly. She tried to reach for her uniform's gun, but it was blocked by a glob of black goo.

"Word on the street is that if we wanna meet the Kingpin, you're the crooked cop to talk to." Venom couldn't help but laugh. They knew threatening a helpless person was wrong, but if half the information those thugs had, err, *volunteered* was true, this lady was as corrupt as they came.

"*Please, he's- he's making me do it! I can't betray him! He'll have my family killed-*"

"Ooh, that's a problem, then." Venom gave the cocoon another shake. "See, we really need to learn the Kingpin's name, and you're the only one who can help us."

"*I can't-*"

"We're sorry to hear that." The web-line began retracting into Venom's hand, reeling the lady in like a prize catch. "That's a real shame. Just like it'd be a real shame if your… brain was to get eaten." They made sure to show off every last one of their pearly whites for her, plus their charming tongue, of course.

"*I'll tell you!*" DeWolff's voice was little more than a whimper by now. "*Please, I'll tell you.*"

Venom gave a content nod. "That's what we like to-"

Derr nerr nerrrrrrrrrr… nerr-nerr. "*Spider blood, spider blood, radioactive spider bl-*"

"Oop, that's ours. One second." A phone emerged from the side of Venom's neck, held in place by the slime. "No peeking." Another black glob covered DeWolff's eyes, and then Venom's mouth unhinged and unfolded around their torso to free Flash's head underneath.

"Hey, babe." The phone was held to their ear by a black tendril, cutting off the ringtone right before the sick guitar riff.

"H-Hey, Flash." Sha Shan's voice was uncharacteristically perky. "I'm actually free today. I was hoping we could meet at the Silver Spoon… pick up our conversation where we left off?"

Flash glanced at DeWolff. "We're kinda busy right now."

"Busy?" And now Sha Shan's voice was back to normal. "With what? Did you get a job?"

"Uh… We'll call you back later. I love you, bye!"

"Wait, what do you mean, 'we-?'" *Beep*.

"Sorry 'bout that." The jaws folded back over to reveal a smirking Venom. "Old ball and chain. Now, where did we leave off? Oh yeah!"

The web-sack went back to getting shaken

"*Don't hurt me!*" came DeWolff's strangled voice. "*I'll tell you! The Kingpin is W-*"

Wham. A scarlet blur rammed into the cocoon, severing it from its creator.

"Okay, I know you're still learning-" A shapely young superheroine in full-body spandex had perched herself on the side of the building, clutching the blindfolded and bound DeWolff in her

arm. "-but killing police officers is what *bad* guys do. Common noob mistake."

"Aww, Scarlet-" Venom flipped onto the wall after her. "-we were only trying to scare her a little!"

"Oh," said DeWolff. "Well, that's a relief."

"*Dang it!*" Venom's fist slammed into the concrete. "Why did we say that? Ugh, I'm such an id-" Their head darted towards the empty air. "Hey, *you're* just as big an idiot as-"

While Venom was preoccupied with that, Scarlet Spider returned DeWolff to solid ground and ripped off all that goo.

"Thanks." DeWolff rubbed her newly-freed eyes with her newly-freed hands, then gave a nod before running off.

"Oh, you'd *better* be thankful!" Scarlet called after her. "It's the middle of lunch rush!" She brought a palm to her forehead. "I am *so* fired…"

With DeWolff safe, Scarlet Spider sprang back onto the wall to stare down Venom. "Now, where were we?"

"You were in the middle of ruining everything," Venom said tightly. "One more second and we'd have learned the Kingpin's real name-"

"And then what?" snapped Scarlet. "You'd barge into his office and give him a piece of your mind? You've got Spider-Man's memories, so I'm sure you remember how well *that* strategy goes over. So either you were gonna be totally ineffectual, or you were gonna try and kill Kingpin. Either way, I stopped you."

"We- Uh, well, we'd-"

Scarlet Spider cocked her head at them. "Wow, my bro's right, you *must* be Flash Thompson in there. It'd explain a lot."

Venom snorted at her. "Yeah, well, y'know what else explains a lot? You being some freaky clone of Parker. Just like that, you went from looking cute to making us wanna barf."

Scarlet recoiled. Her face was impossible to judge under the mask, but Venom doubted she looked pleased. "I'm starting to see why the symbiote picked *you*, of all people. All those years of bullying were the perfect training."

It was Venom's turn to recoil. "You'll come to appreciate us once we've saved your precious 'Spider-Family' from Oscorp."

Thwip. Venom swung off without another word, and it didn't look like Scarlet Spider was inclined to follow him.

Venom sailed through the air, heart racing. Web-swinging was cool and all, but it was hard to appreciate it when Flash felt so grouchy. Stupid spider-people. They'd show them. Sure, going after Kingpin was a bust, but there was another target Venom could pursue. One whose name Flash knew all too well…

"*Whoa!*" Venom almost went splat on the pavement below before manually firing a web-line. *Thwip.* Huh, that was weird. Usually, the suit handled the swinging automatically.

You feeling okay, buddy?

W-We're fine, said the symbiote. *Just a little queasy, that's all…*

We told you not to pig out on that chocolate.

Reilly was still fuming over Venom's words as she slogged into the hospital room. Stupid symbiote-people. At least she'd made it here an hour before visitation ended – to her own surprise. Tardiness was one of the many traits Reilly had inherited from her brother.

"Mr. Li? I- I brought you some flowers." Reilly stuffed them into a vase already cram packed with the things. "Look at that. You're a popular guy." There was just barely room for her pretty snow-colored lillies if she shoved aside those ugly black tulips…

"That's sweet of you, Reilly," said a faint voice from the hospital bed. "But please, call me Martin."

Reilly's eyes fell on him. It was almost enough to make the vase shatter on the floor. "*Oh*, you're- W-When the nurses said the Negative Energy affected you, I didn't realize-"

"It's quite alright, Reilly." Mr. L- Err, Martin chuckled. "I realize my appearance is a bit startling now." He brought a pure white hand to his pure white brow. Not "white" as in peach-colored skin, but "white" as in pillows and marshmallows and mashed potatoes. "But hey, if being a philanthropist doesn't pan out, I can find work as a statue."

The two of them shared a laugh, but to be honest, Reilly was trying her hardest not to stare. The whiteness didn't stop at his skin. It looked like someone had dunked a bucket of paint on Martin's head. His lips, his fingernails, his hair… even his eyelashes. Heck, when he opened his mouth, he revealed pure white teeth, gums, a tongue… His eyes had been bleached, too, making him look pupil-less. Kinda unnerving. The only splash of color came from his pale blue hospital gown.

"I-Is all that Negative Energy dangerous?" asked Reilly. It took her a second to realize she should probably go up to the foot of the bed instead of lingering in the doorway.

"S.H.I.E.L.D. doesn't seem to think so," said Martin. "Their specialists studied me for a while. Near as they can tell, my condition is stable, but…" He shrugged. "…better safe than sorry. I agreed to stay in this hospital a while longer so they can observe me."

"That's cool." Reilly set the vase down by his bed stand. "It looks strangely beautiful, actually." She almost had to shield her eyes. The whiteness bubbled through him like a lava lamp filled with milk. Okay, bad analogy. "So are you gonna sue the Fantastic Four or anything?"

At this, Martin chuckled. "They saved the entire world with that portal. How ungrateful would I have to be to do *that?*" He leaned back on his pillow. Reilly thought a faroff look was overtaking his eyes, but it was hard to tell anymore. "No, Reilly, this has been a wonderful experience for me. There is hope to be found in everything, even tragedies. Yes, I was hurt, but it was a chance for me to meet all these brave rescue workers, hospital staff, and S.H.I.E.L.D. agents who fight to make this world a better place..." Slowly, his eyelids shut. They, of course, were also white. "It reminds me of the goodness in people. The goodness that resides in *all* people."

Reilly glanced away. "Even the jerks?"

A smile crossed those pale lips. "Yes, Reilly, even the jerks."

Reilly couldn't help but smile back. "Hey, Martin?" She brought a hand to his. Her skin was

pretty fair, but it looked downright tan next to Martin's. "As much as those rescue workers and doctors and agents inspire you… you inspire me."

The eyes reopened. "As you do me, Reilly."

Just then, the hospital door swung open, and a distinctly panicked nurse burst in. "Is Dr. Palmer in here?"

"I'm sorry, no." The smile was wiped out by a frown. "What's the matter?"

"This guy got mauled by a big red dog, and we need to prep for emergency surgery." The door started to shut.

"A big red dog?" repeated Reilly. Ooh, Emily Elizabeth was in *trou*-ble.

"I'm sorry to hear that," Martin said softly. "I wish there was something I could do to help."

Reilly jolted. Uh, was it her imagination, or had Martin's eyes just glowed?

But she didn't think much of it until she heard the cries from the hallway a minute later.

"What?" Reilly found herself dashing out there. "What happened?"

"I- I don't believe it," came the nurse's trembling voice. "Mr. Conway is *healed*."

Martin's beaming white face was plastered across the screen.

"After the attack on the Fantastic Four's Negative Zone portal, staff at New York Hospital braced themselves for tragedy," said Dilbert Trilby, "but instead found quite the opposite. S.H.I.E.L.D. experts have been left scratching their heads after the miraculous recoveries of a number of patients, and it's all thanks to the mysterious powers granted to noted philanthropist and head of the F.E.A.S.T. Foundation, Martin Li. But after today's events, hospital staff have taken to calling him a different name – Mister Positive, in reference both to his newfound abilities and his unwavering optimism in the face of…"

A sudden buzz jolted Reilly upright. She knelt over the sofa to retrieve her phone off the TV table. Ooh, he'd texted back. Reilly's life had meaning again!

The message read: *Sorry, got held up. Turns out Giganto wasnt the pushover he looked like. Ill be free at 8 ;)*

Reilly's thumbs moved at dizzying speeds: *Looking forward to it, hot stuff.*

Then a second later, she sent an additional text: *See what I did there?*

Yeah, read the reply, *youre a wit.*

When no other replies came, Reilly returned her attention to the screen. She still couldn't believe what'd happened to Martin. A guy had got hit by mystery radiation, and it'd given him powers that were intrinsically *beneficial* to society? Was Martin an inhabitant of the same universe as the rest of them? Well, Reilly supposed, with the sheer number of people given wacky powers these days, odds were *one* of them would get healing abilities eventually. Maybe they ought to recruit him into the Spider-Family as the party's white mage.

Reilly shook her head. She'd been nonstop grinning ever since today's hospital visit. The truth

was, Reilly had felt like garbage after her little chat with Venom, but, well, "Mister Positive" had a way of lifting her spirits. He was, like, an older male figure who actually caused *good* things in Reilly's life. The Anti-Warren, basically.

Reilly was shaken from her thoughts by the apartment door. It'd swung open, granting entry to a blonde, a brunette, and a redhead.

"Hey, guys!" Reilly spun towards them on the couch. Huh, this was kinda weird, come to think of it. Those three hadn't returned home in unison like this ever since school ended.

"Uh… Hey, sis." Peter traded glanced with the other two. Each of them took a cautious step towards her.

"What?" Reilly frowned. "Something wrong?"

"N-No, not *wrong*, exactly." Gwen fiddled with her glasses. "Just, uh…"

MJ was the first to reach the couch. "You need to see this." She held out a magazine.

"Um, okay." Reilly took it in her hands. It wasn't a magazine, actually – Its texture made it more like a half-sized newspaper. And on the cover was a nice picture of the Statue of Liberty, only it was zoomed in on the crown, where- "Oh."

The image was captioned with bold yellow letters proclaiming, "AND ALONG CAME A SPIDER… TO LIGHT JOHNNY'S TORCH!"

"I- I can explain." Okay, maybe a national landmark wasn't the most discreet spot they could've chosen. In Reilly's defense, it'd seemed extremely romantic at the time.

"You don't have to explain anything," Peter said quickly. "In fact, I'd rather you didn't…"

"Just, err, be more careful from now on," added Gwen. "You're lucky none of the paparazzi there had a zoom lens, or your secret ID would be blown. Now if you'll excuse us…" She ushered Peter into their bedroom.

Before the door shut, Reilly caught the words: "*Peter, honey… is there anything you want to tell me?*"

Now it was just Reilly and MJ. Alone in the living room. Mary Jane simply stood there at the edge of the couch as Reilly gradually sank into the cushions.

"Reilly..." MJ reached out a hand.

"Mary Jane," Reilly started, "I'm sor-" She reached out a hand, too.

The moment Reilly's palm was in range, MJ gave it a high five. "*Well done*. When I said you needed a cute blonde who'd treat you as their one-and-only, I didn't think you'd bag *Johnny frickin' Storm*."

"Oh." Reilly drew back. Her palm stung. "T-Thanks. We're, uh, we're hanging out again at eight, actually."

"*Today?*" This, apparently, was enough to make MJ finally lose her cool. "Girl, that's *three hours* from now."

"Well, yeah, I was just gonna throw on some makeup and- *Hey!*" Naturally, Reilly found herself

dragged into MJ's room by the hand.

"I'm declaring a state of emergency," MJ said as she marched Reilly to their bathroom. "Time to break out the expensive stuff."

"Wow." Reilly was seated on the toilet lid. She watched MJ fly across the bathroom, snatching blush and powder and straightening irons off shelves like they were bread and milk before a hurricane hit. "T-Thanks, Mary Jane. I mean…" Reilly took a breath. "…thanks for being cool with this."

MJ's hand froze halfway towards an eyebrow pencil. "Why wouldn't I be? I mean, bonding with Carnage couldn't have fun, but at least some good came of it."

"Yeah, I'm alright," Reilly said softly. "No one got hurt."

Mary Jane nodded. "I'm just glad you… finally found someone who's right for you."

Reilly's lips sucked at the glistening meat. It was saltier than she'd expected, but that didn't stop her from swallowing. With the deed done, she wiped her mouth and gave her boyfriend a smile.

"Oh, that was way better than I'd thought it'd be." Reilly glanced away, blushing. "I've never had oysters before."

"Really?" Johnny smiled back. The two of them had ended up alone together at the table of a restaurant with a name Reilly couldn't pronounce. And when Reilly said alone, she meant *alone* – Johnny had rented a private room. The knowledge that there was a horde of fangirls right outside the door kinda freaked Reilly out, but at least she was shielded from their murderous glares for now.

Reilly started to grab the next oyster, but she hesitated. Instead, she found herself listening to the smooth jazz in the background and staring at the heavy shades resting by her fork. Hopefully the sunglasses were enough to protect her secret ID once they faced down the horde again on their way out.

"Not gonna lie," Reilly said, "when you said you wanted to grab a bite to eat, I thought you meant hamburgers."

"Yeah, like I was gonna get you fast food when you're dressed like *that*." Johnny drank in the scarlet dress hugging Reilly's waist. His jacket didn't exactly look cheap, either.

"Stop!" Reilly batted a hand at him. "This- This is just something I had lying around." The modeling company had let MJ bring this one home between shoots, so that was technically true. "It's a step up from the spandex, though, I'll give you that."

"I don't know." Johnny leaned forward, resting his palms on his cheeks. "Your spandex has its appeal, too..."

Reilly laughed. "Trust me, so does yours."

He joined in. "*My* spandex? I'll have you know mine's made of *unstable molecules*."

"Really? Cuz it makes *my* molecules unstable IF YA KNOW WHAT I MEAN."

The laughter didn't stop for another minute, but slowly, the jazz music overtook it again.

“Hey, Reilly?” Johnny said softly. “I like you. I mean, I *really* like you.”

Reilly grinned at him. “I really like you, too.”

“I- I don’t get to spend time with a lot of other superheroes, y’know?” Johnny’s face grew somber. “The X-Men are kinda envious of the Fantastic Four, so hanging out with them’s pretty awkward, and the Avengers all think I’m a joke.”

Reilly nodded. “Oh, I know *that* feel…”

“That’s why I started hanging out with your brother in the first place. I wanted someone who could relate to me but was still, like, normal.” Johnny caught himself. “Normal-*ish*, at least. I used to be a, uh, hamburger guy instead of an oyster guy, myself.” He shut his eyes. “But then one day I stepped into some crazy sci-fi doohickey, and when I stepped out, everything about me was different.”

Reilly stared at her oysters. “I… know that one, too.”

“But, hey, it’s not all bad, right?” Johnny put his smile back on. “I get to eat at fancy restaurants and drive fast cars and… fight for my life against Doctor Doom every other week.”

“Oh yeah. That guy.” Reilly’s eyes went from the oysters to the marble white plate that housed them. “Hey, Johnny, do you think someone like Doom could ever be, I don’t know, redeemed? I mean, he used to be Mister Fantastic’s best friend, right?”

“Do I think *Doctor Doom* could be *redeemed?*” Johnny repeated. “Like *Return of the Jedi?*”

“Well, y- *Oh my god, you know Star Wars?*”

This brought the laughter back to Johnny’s face. “Um, yeah. I know I look like Captain America, but I didn’t spend the last few decades frozen in ice-”

“Right, right.” Reilly hoped her cheeks didn’t look as hot as they felt – though she supposed with Johnny, “hot” was a relative term. “As you were saying.”

Johnny sighed. “If you’re asking if Doom’s ever gonna go back to being Reed’s best bud who geeks out about science with him, then the answer’s no. That line got crossed a *long* time ago.” A wry smile formed on his lips. “I think we first noticed something was wrong with him back when Doom kidnapped us and forced us to use the time machine in his castle lair to retrieve Blackbeard’s lost treasure so he could use its power to become invincible.”

“…You made that up.”

“The point is, Doom’s gone way too far off the deep end to ever be pulled back. But…” His eyes shut. “…I know a day doesn’t go by where Reed doesn’t wish he’d helped Victor when he had the chance.”

Reilly took a breath. Despite the oyster she’d just ate, she’d swear her mouth tasted like hot dog.

By the time her ride had gotten here and Reilly had strolled out the apartment’s front door, not a soul on this earth would’ve mistaken her for a crossdressing Peter Parker. It’d been quite the transformation. MJ had really outdone herself. It’d been enough to make even a seasoned minx like her a little… hot and bothered.

MJ exhaled through her nose, then stared at the living room ceiling. So now she was just gonna sit

on the couch and sulk the rest of the night, she guessed. What was wrong with her? Like, the moment Reilly might have been romantically unavailable, suddenly MJ's reservations about dating evaporated? So now Mary Jane was madly in love with Spider-Man, Spider-Man's girlfriend, and Spider-Man's gender-flipped clone, and she hadn't managed to hook up with *any* of them?

MJ swore she had the most screwed up love obsession of all time.

"*Someone help us! Someone help-*"

The cop's shrieks were cut short as a black, high-heeled boot crushed his windpipe. Frances used the pig's skull as a stepping stone so she could make eye contact with a certain sexy hunk of man meat wrapped in red goo.

"Carny-poo, I want you to have this." Frances offered out the gift in her hands.

The man's gorgeous white eyes went wide with delight. "A bouquet of severed baby heads? How did you know?"

Frances's own eyes narrowed as her smile widened. "Anything for my Genocide Guy."

The two of them stood there a moment, gazing at each other amid the wails of children, screech of car alarms, and stench of burning flesh.

"Come here, Bloody Bunny." Red tentacles wrapped around Frances's limbs, waist, and neck, then hoisted her off the ground.

"Cutie Killer."

"Pain Princess."

"Murder Muffin!"

With each pet name, their faces got closer. Frances shut her eyes, drawing her pale black lips nearer to his gaping, fang-filled maw…

"And then he sticks his long, slobbery tongue down my throat and uses his alien goo to do *crazy* things to me!" Frances cooed as she lay back on the couch, twirling her raven hair around her pale finger. "Isn't that just the most beautiful dream you've ever heard, Dr. Marconi?"

Across from Frances, the strange, tiny therapist lady fidgeted in her seat. "Well, Miss Barrison, it certainly… gives us a lot to talk about."

Frances's eyes traveled from the empty plate on her own lap to the full one on Dr. Marconi's. "What? You went through all the trouble of making us involtini and now you're not even gonna eat yours? I mean, if you don't want it..."

Dr. Marconi handed her plate over without protest.

A panting, sweaty pair of blonds dashed out the restaurant's backdoor and down the city streets.

"I- I think we lost them," said Reilly.

"If another fangirl spots us, I'm setting her on fire," said Johnny.

The two of them ducked into the safety of an alleyway. Even in the middle of summer, it got pretty cold this late at night. Good thing Reilly's boyfriend was a living radiator.

"Don't worry," said Reilly. "Looks to me like we got plenty of…" She slipped off her sunglasses. "…privacy." That hadn't been to be cool, for the record – It was friggin' impossible to see out of them at this hour.

Johnny chuckled. "Is that so?" His face moved towards hers.

"*W-Wait, stop*. I shouldn't-" Enough puns about Scarlet Spider turning scarlet had been made for one lifetime. "I, uh…"

Johnny drew back, frowning. "What's wrong? I mean, if you don't want to-"

"No, no, it's not that." *Hoo boy*, was it not that. "It's just…" Venom's stupid face was haunting her eyelids again. "…there's something about me that you don't know. And if you did, I don't know if…"

"*Reilly*." Johnny gave her arm a squeeze. "You can be honest with me. Whatever it is, I swear I won't freak out."

"Okay." Deep breath. Here went nothing. "I'm a clone."

No response.

"A-A clone of Spider-Man," Reilly continued. "My brother."

"What, like you were grown in a test tube?" Okay, the lack of reaction was really unnerving her.

"Yes…"

"Well, that's not that big a- *Wait.*" A trembling finger pointed at her face. "Are you the kind who wakes up with all the same memories and thinks they're the original at first?"

No response.

"So- So you- and- and Spider-Man are like the same-?"

"From my point of view," Reilly began, "I spent seventeen years as a dude, and you were my friend, and then I agreed to have my brain scanned by a mad scientist, and *bam,* I woke up as a girl in, like, a gestation pod, and… and…" Oop, here came the tears. She knew they couldn't have been far behind. "*…and I'm sorry, I should've told you before we started dating, and it was unfair to you, and you probably think I'm gross now, but I was just so lonely and I'm actually a brunette and all I want is to be my own person and I really do like you a lot and- and-*"

"*Shh… It's okay, Reilly.*"

Reilly's words were muffled by his shoulder. "Y-You don't think I'm gross?" She wiped her eyes on his sleeve. "Even though I was pretty much born a man?"

"*Babe*."

Next thing she knew, Reilly was pinned to the alley wall, helpless as those lips drew nearer. Of course, *she* was the one with super-strength, but strangely enough, that didn't seem to make any difference right now.

"I've dated girls who weren't even born on this planet."

It was about eight in the morning when Scarlet Spider finally completed the web-swing of shame back to the apartment. She was on thin enough ice with her manager without skipping a shift. Besides, if she knew everyone's schedules right, the other three members of the Spider-Family would already be out the door by now.

Scarlet slipped through the bedroom window, yanked off her mask… and then sprang back. "*I'm so sorry! I thought you'd left for your modeling gig already-!*"

A normal person would've screamed and covered themself, but this *was* Mary Jane Watson she was dealing with here. "It's cool." MJ continued changing as if nothing had happened. "So I take it the date went well?"

"Yeah, I, uh…" Even if MJ didn't seem to mind, Reilly was at least making an effort not to stare. But… whose benefit was that for, come to think of it? She set down a bundle of last night's clothes on MJ's bed. They might've gotten a bit wrinkled.

"Excuse the cliché," said MJ, "but I'm happy for you."

"Aww, thanks. Y'know, that makeover really was a boon for me." Reilly met her eyes. "Maybe you're less the Blue Fairy and more the Fairy Godmother?"

"Heh. Yeah." The comment forced a smile to MJ's face. Once she was dressed, the two shared a hug, and then MJ made for the exit. "Well, I gotta go. Bye, Scarlet."

"Bye, Red. Hope you figure yourself out."

And with that, MJ vanished from sight, shutting the door behind her. Reilly stood there a moment, staring at it.

Then her phone buzzed. Johnny had texted back! Her life had meaning again!

But to Reilly's supreme disappointment, the message was actually from Peter:

Hey, sis, if youre free, why not come down to the ESU lab? Theres an impromptu party going on and theres some people here whod like to meet you.

Reilly frowned at the screen. The ESU lab? Well, Reilly didn't go to work for a few more hours, and ESU was right by the apartment, so she might as well swing over and sate her curiosity. Why would Peter and Gwen have gone there? The place didn't exactly hold a ton of happy memories. The janitors were probably still sweeping up green fur.

"You must be Reilly." The laboratory door was opened by a prosthetic hand.

"*Dr. Connors?*" The moment she laid eyes on the guy, a big old smile etched itself onto Reilly's face. The dude's dirty blonde hair might have gotten a bit longer, and he might have been in a more casual green shirt as opposed to his iconic lab coat, but there was no mistaking the guy. The, uh, unique number of hands made him stand out.

"And- And *other* Dr. Connors?" Reilly's eyes jumped to the redhead woman standing by a table, upon which rested a box of their old equipment. "And mini-Dr. Connors?" Her eyes fell on the blonde kid at his mother's side. "Oh, you got big."

Billy folded his arms. "Lady, I've never seen you before in my life."

"*Billy!*" His mom couldn't help but laugh.

"*Oh yeah*." Reilly nearly tripped on the doormat. "M-My cousin told me all about you guys, and I'm kind of a fan." She hurried inside, shutting the door behind them.

"Yes, Peter and Gwen have been, err, getting us up to speed on everything." Martha's eyes traveled to her son. "Hey, Billy, I just remembered we set up the office computer with *Space Wackos: Andromeda* on it. Why don't you-?"

"Oh, that one got middling reviews," said Billy. "I hear the face animations are-" Then, in response to his mother's face: "I mean, yay! New video game! I'm gonna go play now!" He scurried off.

The moment Billy was gone, his parents set their attention on Reilly.

"Reilly…" Martha stepped towards her. "Peter and Gwen told us everything." She nodded to the happy couple, who were leaned against the table across from them.

Reilly raised an eyebrow. "What, uh, constitutes *everything?*"

"They already knew I was Spider-Man," said Peter. "Guess it was getting a little obvious to them…"

"What Warren did was *evil*, Reilly." Next thing Reilly knew, Martha's arms were around her. "If- If we'd had any idea what Oscorp was capable of…"

"I know, I know." Reilly glanced away. "I'm a freak of nature. It's okay, I'm at peace with it by now."

"I wouldn't call you a freak," Curt said hurriedly. "If anything, I find your existence fascinating. Unfathomably unethical, obviously, but fascinating."

"The important thing is, Miles Warren is…" Martha faltered. "…gone now."

"Yeah, we've all been in mourning," Gwen said dryly.

"And you can bet S.H.I.E.L.D. is keeping a tight leash on Oscorp," Curt added. "They're no longer allowed legal access to ESU's resources, which is the only reason Martha and I got rehired. Oscorp's been careful not to leave *too* much incriminating evidence, but the *moment* they slip up, S.H.I.E.L.D. will descend upon them."

"But until then, there's not much else we can do but leave Oscorp alone." Martha bowed her head. "Especially in light of the threat they've made against you kids…"

Curt turned to address all three teens at once. "We're sorry we let this happen to you. It's- It's our fault, really. We knew there was something off about Dr. Warren, but…"

"...we guess we ignored all the red flags," finished Martha.

"It's okay," Gwen said softly. "No one could've known what Warren would do."

"And trust us," said Peter, "we're *never* letting something like that happen ag-"

The conversation was halted by a knock at the door.

"Who could that be?" Martha went to answer it.

“This a private party,” came the voice from the other side, “or can I crash?”

The door swung open, and a newcomer entered the lab. A newcomer who caused the other five to cry out in delight.

“*No way-!*”

“*We thought you were-!*”

A big, buff blonde strolled towards them. Between the weight loss, the new haircut, and the fact that he’d switched to a *white* jacket and *black* t-shirt, Reilly almost didn’t recognize him.

But then he went for a fist bump. The same one the two of them had been doing since Peter was in elementary school. “Long time no see, bro.”

Competitive Exclusion

"Yeah, relationships aren't for me." If she swayed her hips just so, MJ could make her boobs jiggle under this dress, which was apparently hypnotic to Mr. Prom King here. "I'm a free agent."

"W-Well, duh, of course!" Flash seemed to struggling to form coherent thoughts – and MJ wasn't sure her boobs were *entirely* to blame for that. "Like I'd be dancing with you if I thought it made us a thing or something."

MJ nodded in time to the music. "That's what I like to hear."

"Heck, I've already got a girl!"

The nodding got desynched. "Oh?"

"Yeah! She's- She's right over there, actually."

MJ followed the path of Flash's eyes to discover another pair of eyes on the far end of the dance floor, and these ones were doing their best to strangle her.

So not only had Mary Jane crashed the party of a school she didn't attend, but now she was disrupting the love lives of every poor boy who got sucked in by her swaying hips? Brainy Janey would've been wrought with guilt, but to be honest, Wild Party Girl MJ thought it was kinda funny. That's what these people deserved for being so shallow in the first place, right?

"Ooh, a Latina?" MJ let out a whistle. "Pretty sure I was one of those in a past life. It'd explain a lot."

Oh my god, don't be racist! snapped Brainy Janey.

Did I say you could come out of your box? snapped Wild Party Girl MJ.

Guys loved edgy humor. Just look how much Flash was laughing. "Ha ha… ha… I gotta go. Great dancing with you, Mary!" With that, he scurried off.

As MJ went to hunt for her next victim, she overheard some rather forceful-sounding snatches of Spanish. Eh, Flash was a big boy. He'd be fine.

Now let's see here… It was getting late, so a lot of people were leaving. That meant MJ needed to prioritize the hottest guys while she had the chance. She skimmed the crowd.

Oop, there was Glasses-Wearing Blondie again, still hovering by the punch bowl. Which meant the college boy couldn't be far behind. Oh, there he was lurking by the bleachers. Guy seemed to be sulking – until he spotted MJ, of course.

If MJ had to guess, Blondie had been gunning for Tiger to ask her to the formal, but then he didn't and she got all sad, so College Boy here had agreed to come to cheer her up, but now things were super award for him, seeing as he was a head taller than all the other people here. Most high school girls hadn't been bold enough to ask him to dance.

But Mary Jane Watson wasn't most high school girls, now was she?

"Salutations." She gave him a wave as she neared. "Can't help but notice you're the only guy to escape my clutches tonight. Can't have that, now can we?"

But College Boy only laughed. “Aren’t I a little old for you?”

This called for a wink. “I’d say you’re just the right amount of old for me.”

The remark conjured another laugh from him. “And you don’t think Pete will get jealous? I could practically see your reflection in his eyes.”

MJ shrugged. “What Pete doesn’t know won’t hurt him.” Not to mention that the more warning signs Peter was given, the less heartbreaking the inevitable friend-zoning would be.

“Yeah,” College Boy said softly. “Wouldn’t wanna hurt him.” He reached out a hand. “Well, hey, why not, right? Let’s dance.”

MJ started to take his arm… but just then, Blondie emerged at his side. “Eddie? Can- Can we leave?” Oh god, look at those big, sad eyes behind those glasses. MJ kinda had to resist the urge to give the girl a hug.

College Boy turned to give her a reassuring smile. “Course we can.” Then he gave MJ a look of apology. “Rain check on that dance, Red.”

“No prob.” The moment Blondie’s back was turned, MJ suddenly grabbed College Boy’s hand. “Here, lemme write out that check for ya.” See, this was why she kept a Sharpie in the, err, secret hidey hole in her dress.

Eddie stared at the freshly-scrawled digits on his palm. Then he smiled, nodded, and walked out the gym behind Blondie.

MJ watched him go with a smile of her own. She’d had no idea her charms extended to college boys, too. Goodness, her powers were growing. She did believe she’d earned herself a pat on the back.

“*Say, hey, whattaya say, Midtown wins the Mustang way! Goooo Mustangs! Score!*”

“Whoo hoo!” MJ threw her hands in the air as she watched the guys in the puffy green shirts try to, uhh, catch the football and then football it hard enough to win at football. Okay, Mary Jane had a confession to make – She didn’t actually understand the rules of this game. But everyone else in the crowd was cheering, so she figured that was the right thing to do at the moment. The Mustangs had probably scored a… point? Goal? Whatever it was.

The most important thing was that Midtown High’s football victories became the most important thing to Wild Party Girl MJ. That was clearly a big deal to the students here, and next to her looks, flattery was the single greatest weapon in MJ’s arsenal. A huge boon to the war effort. “The war,” in this case, being the new goal in life MJ had set for herself.

Y’know how the Shinigami in *Death Note* could see people’s names floating above their faces? Well, MJ had a similar power, only instead of names, she saw, like, the odds of making out with the person. Like, down on the football field, most of the Midtown Mustangs had percentages ranging from fifty percent to eighty percent, though a handful of them were already at a clean hundred percent – successful conquests. Flash was currently hovering at ninety-five percent, while the Osborn kid was at half a percent. Then off to the side of the green were the cheerleaders. Two of them were at hundred already, one of them was wildly oscillating between zero and ninety percent (MJ would have to help her sort that out later), Flash’s girlfriend was at a measly ten percent, and rounding things off was Miss Shrill herself at negative-a-trillion percent.

Seated beside MJ in the bleachers was Glory, the chick with the shawl from the formal. She and MJ had ended up hanging after all. Turned out Glory was actually pretty cool. Of course, it helped that she was in the theater magnet and could therefore put in a good word for MJ. At the moment, Glory was at something like twenty percent, but once she broke up with her boyfriend for the umpteenth time, MJ would see about catching her on the rebound.

In fact, MJ was about to inquire as to Glory's current relationship status, but then she caught sight of something across from them in the stands – a head of messy blonde hair topped with a telltale salmon-colored headband. That one's percentage was… was…

Why did MJ have to see the world in those terms, anyways? It was stupid. Like she seriously thought she was gonna make out with *every single student* at Midtown High? She hadn't even transferred here yet and there were still tons of people from her current school that she had yet to…

MJ's next "Whoo hoo!" put up more of a fight on its way out her mouth. She knew darn well why she was doing this to herself. It was her harebrained attempt to patch up the gash in her heart left by-

"Hey, Tiger." MJ smiled at the newcomer, a certain brunette who'd climbed into the seat between her and Glory from overhead. "You just gettin' here?"

"Yeah, but…" MJ had worn her plainest pink t-shirt available, but it did little to dampen her impact on the poor boy. "…what are *you* doing here?" Peter pointed at her, smiling.

Watch the game and clap, Watson. Watch the game and clap. "Flash invited me."

"*Flash?*" From Peter's voice, you'd think Doctor Doom had invited her.

"*Thompson takes the snap, rolls back, tosses a Hail Mary-!*" came the announcer's voice from overhead.

MJ gave a start. A Hail Mary? Was that good? Hail Marys were good, right?

"*Touchdown!*"

MJ and Glory cheered, but MJ couldn't help but notice the silence from Peter's corner.

"*Harry Osborn makes an unbelievable catch to win the game!*"

And now Peter was the only member of the crowd not giving a standing ovation.

"So, MJ…" Ah, crap. Here it came. "I- I thought at the dance… that you a-and me, that-" Poor guy was wincing already. He knew what that look on MJ's face meant. "-that we-"

"*Slow down*, Tiger." MJ realized resting an elbow on his shoulder was counterproductive to her goal here, but she couldn't help herself. "It's not like we're going steady or something equally primitive. We're friends, okay?" She gave his arm a punch.

"Well, sure, but-"

"I'm gonna congratulate Flash." MJ strutted off down the bleachers without another word. Ditching Pete for his arch-nemesis? That had to cut deep. Why couldn't MJ have let Peter down soft? God, she was such a bitch.

But really, if MJ had tried to be soft with Peter… she didn't think she'd have had it in her. No, no,

this had called for a decisive rejection. Peter would never end up with his true love otherwise. It hadn't escaped MJ that Blondie was here, too, and when given the choice between the two of them, Peter had opted to go straight for the redhead. Sometimes, MJ was too pretty for her own good.

…Okay, *all* the time.

Phht, why was MJ so obsessed with Peter anyways? Just because he had secret superpowers and saved lives on a daily basis and was the coolest person ever? Phht. *Phht*. MJ hadn't been fibbing before – This love drama stuff *was* primitive. That's why instead, MJ spent her time flirting with football-playing Neanderthals. Much better.

Next thing she knew, MJ was down on the field, alone with Flash.

"...see the way I moved out there?" he was saying. "Now you know why they call me the Flash!"

"Wow, that is a *way* better namesake," said Mary Jane. "My mom's just a hippie..."

The two of them shared a laugh. MJ patted his chest, then let Flash put an arm around her as they walked off. *Yeah, that's it, MJ. Apply forced laughter to the wound until the pain subsides.*

"Y'know, the team's going to Coney Island tomorrow to celebrate," Flash suddenly said. "Can I expect to see you there?"

"Ooh, that's perfect! I'm still new to this city. Been meaning to visit all the major-" MJ caught herself. "Hold up. You sure your girl won't mind?"

"Liz?" Flash batted a hand in the air. "Nah. She knows you and me are just friends. I mean, you're pretty much one of the guys."

MJ couldn't resist a smirk. "That must be why they're all so friendly with me."

"It'll be totally normal, trust me."

Liz stared at Flash. Flash stared at Peter. Peter stared at MJ. MJ stared at the sun. Hopefully she could blind herself real quick and be spared having to watch this. Geez, what were the odds that the pair of Flash and MJ would happen to run into Peter and Liz in the entirety of Coney Island? It was like MJ's life was scripted or something.

"It is me," said MJ, "or is this awkward?" Look at her, breaking the tension with a quip. Spider-Man would be proud.

No, wait, Spider-Man was standing right there, and he looked downright miserable. Maybe… Maybe this was a good thing, though. Maybe the pain of rejection would propel him straight into Blondie's arms? So you see, MJ had really had the noblest of intentions when she'd come here with Flash.

Now if only she could explain that to Flash's girlfriend. Or better yet, find some way to drastically change the subject.

But it turned out that got taken care of on its own. Liz looked into the distance, pointing out a figure on a far-off building. "What's that?"

They'd been facing a food stand, but at Liz's words, the four of them turned their attentions towards the sunset. If MJ didn't know any better, she'd think there was a building-sized daddy

long-legs scurrying over the rooftops on the mainland ("Coney Peninsula" would be a more accurate but less marketable name for the park). The sad part was, giant bugs wouldn't be the strangest things to exist in Manhattan by a long shot. It sounded like the kinda baddie Spider-Man battled on a daily-

"Ugh!" Suddenly, Peter clutched his tummy. "Ah, look, sorry, all that sugar, my stomach…" He sprinted for it, leaving Liz behind with only her stuffed octopus prize for support. "I- I gotta go. *Don't* follow!"

MJ watched him shrink over the pier's horizon. Was she the only one who thought it was really obvious he was Spider-Man? Was MJ just a crazy person?

"*Phht.* Typical Puny Parker!" Flash scoffed, pointing at Peter as he left. "Leaves *me* holding the bag." Then Flash shrank beneath matching glares. "Uh… No offense, girls."

"Oh, *I'm* not offended." That poor stuffed octopus was getting squeezed to death. "Why on *earth* would I *possibly* be *offended*, Flash?"

"H-Hey!" Flash held out his hands. "If anything, *I* should be offended that you were with *Parker*, of all people. Like, you can't even cheat on me with someone hot?"

"Gee, you're right, guess I should've taken a page out of *your* book!"

"You think I'm hot?" said MJ.

"*Will you please shut up?*" Uh oh, a cat fight was brewing. MJ was quite the veteran of those. "Why don't you find some other guy to throw yourself on? We all know they're interchangeable to you."

MJ stepped back. "Throw myself on? What, you don't think a guy and gal can just be friends? Haven't you ever seen *When Harry Met Sally?*"

"YES! YES I HAVE!"

"Oh. In that case, could you tell me how it ends? Cuz I've actually never-"

"You don't even care who you hurt, do you?" snapped Liz. "You know Samantha was crying the other day because you made out with her boyfriend, *and then you made out with HER later that SAME DAY?*" She drew near MJ, eyes narrowing. "Do you *enjoy* screwing with people's feelings? Is that it?"

Ugh, MJ must've seemed completely transformed to Flash. She'd gone from a frolicking party girl to a sulking teenager with bad posture and hands in her pockets. *In-character. In-character. This is nothing. Just some method acting.* "I did Sam a favor. Her guy cheated at the drop of a hat, and she had 'suppressed lesbian' written all over-"

"*Nngh!* Sally was right about you!"

Okay, this was going nowhere fast. "As much fun as this conversation is, I've got places to be-"

"*Don't you walk away-!*"

"Just let her go, Liz." Flash grabbed his girl's arm, allowing MJ to storm off all by her lonesome.

MJ didn't stop her march until the other two were safely out of sight. She rested somewhere near the amusement park's main entrance. Her heart was racing, which was weird because she hadn't

been exercising or anything.

Slow 'er down, Watson. Wild Party Girl MJ didn't lose her cool. Not ever.

Could Flash's girlfriend *get* more unreasonable? Mary Jane really *had* only come here as Flash's friend. Well, she might have engaged in a little harmless flirting, but it wasn't like she would've gone any further with Flash or anything. Obviously not. That would be wrong. Besides, there were way too many witnesses here.

MJ bowed her head. The mood was getting a little heavy. Hmm, y'know what would cheer her up? Hitting on a hot guy. Coney Island was bound to be crawling with them. All MJ had to do was skim the crowd to see which dudes were making eyes at her…

Well, she found *someone* looking at her, at least.

"Oh… it's you." Blondie pushed her glasses up her nose as she approached MJ. Looked like, now that MJ had burned bridges with Peter, Blondie was considerably more comfortable in her presence. "Hi. Have you seen Peter or Harry?"

"Tiger, err, ran off somewhere." MJ found herself frowning. Something about Blondie's posture struck MJ as uneasy, but then maybe it was always like that. "Why? Is something wrong?"

"*Yes! Thank you! Something's wrong!*" Of all the reactions Blondie could've had, MJ wouldn't have figured on "overjoyed." "*Finally*, someone notices."

"Uh… welcome?"

"It's just that Harry's been acting really weird," Blondie said, collecting herself. "I found him passed out on the ground outside after the game. It- It kinda freaked me out, but then nobody paid me any attention..."

MJ pointed behind her. "Harry's football friends are thataways. Maybe let them know what's up."

"I will. Thanks." Well, that was the warmest smile MJ had earned all week. Scratch that, all month.

Mary Jane stood by the entrance a minute, allowing herself a rare feeling of content. But, as per usual, it didn't last long – though there wasn't much usual about watching a red-and-blue figure sail through the night sky, smack into the Ferris wheel, and them plummet to the pavement below.

"*What the-?*" The park erupted with screams. *Peter*. MJ dashed for the spot where he'd fallen, but she wasn't given much time to reach it. Next thing anyone knew, the "Welcome to Coney Island" sign exploded, and a massive set of steel tendrils marched into the park.

…Had MJ seriously been so caught up in the petty relationship drama that she'd forgotten about the supervillain running loose? That was a new level of shallow for her.

And what a supervillain this was. He was, like, some fat guy in a trench coat, suspended in the air by his freaky metal arms. Not that MJ took a particularly good look at him before she ran for all she was worth.

On their own, MJ's legs propelled her over the pavement, but they didn't go where she thought they would. MJ found herself getting farther away from where Spider-Man was kneeling… and nearer to where Blondie was running. The blonde and redhead ended up parallel for a second as they fled. But the next second, MJ was ahead of Blondie. And the second after that, Blondie was crying out as she tumbled to the pavement. Immediately, MJ spun back around.

The Osborn kid was sprinting straight for Blondie. Good, good, he could help- Nope, wait, never mind, he'd just vaulted over her head. Wow.

Maybe that's what egged MJ on, or maybe she'd have done this anyways, she didn't know. But either way, she found herself kneeling at Blondie's side, helping her to her feet. Of course, there was laughably little time before the robo-octopus-guy descended upon them. MJ ended up huddling over Blondie, gawking helplessly at the sight before them.

Across from them, a steel tentacle smashed into the ground, leaving a crater. Then another. And then the octopus-guy held up a third tentacle, giving MJ a nice, long look at the incredibly sharp bits on its end. The bits that were sailing towards the girls' faces.

MJ held Blondie tight.

Swoosh. But instead of feeling horrible, searing pain, MJ felt wind in her hair. What-? How-? She opened her eyes. A red and blue arm was around MJ's waist. And Blondie's, too. Spider-Man was lifting the both of them with one arm while the other gripped a web-line.

Next thing MJ knew, she was spinning around a gaudy pink pole – part of a ride that Spidey had repurposed for web-swinging. Blondie looked like she might scream, and MJ wasn't exactly on the cusp of coherent speech herself… but Spider-Man was a different story.

His head went from one girl to the other. "A guy could get used to this…"

MJ scarcely had time to process this before she and Blondie were back on solid ground. Spider-Man had dropped them off with the football kids back by the food stands. He released his web, and for one crazy moment, he stood among them as if he was a mere part of the group.

"Thanks for the company," he said. "Love to stay, but I've got a doctor's appointment."

Clang. Speak of the devil. The octopus-guy rounded the corner, popping out from behind a stand to smack Spider-Man away with a robo-arm. The kids all screamed, but with Spidey out of range, the supervillain paid them no further attention.

Good, good, that meant MJ could stand here a moment and… finish having her heart attack in peace. At least the worst of it was over.

A guy could get used to this, he'd said. Give him a mask, and Peter was a far cry from the timid, stuttering mess at yesterday's football game. MJ shook her head. Truth was… a girl could get used to that, too.

Nope. Nope nope nope. You are NOT reigniting your stupid Spider-Man infatuation. MJ shook herself out of it. The harder she crushed on the Web-Head, the harder she made things for-

MJ's head darted around the area. Where *was* Blondie?

It didn't look like the football kids were paying MJ much attention – They'd actually run *towards* the battle, meaning anything that happened to them from this point on would do Darwin proud. And so MJ opted to run off after Blondie.

Actually, MJ hadn't expected to find Blondie again. Especially not huddled behind a stray hunk of debris from the entrance sign.

"What are you *doing?*" MJ fought the urge to yank Blondie to her feet. "Get out of here-"

But Blondie didn't look like she'd be going anywhere. She was hugging her knees tight, and her

chest was heaving, and she was making these little squeaking noises. Not to be patronizing, but it kinda melted MJ's heart.

"Hey..." Without having to think about it, MJ seated herself beside the girl. "It's gonna be okay."

"Oh, p-perfect." The girl hid her eyes in her hands. "Now you get to see me making a child of myself."

A hand squeezed the girl's own. "You almost got killed by a supervillain. That's one of those occasions where it's socially acceptable to cry."

The girl made something resembling a laugh. *Good, good, keep her spirits up*. "Yeah, guess this is the world we live in now. My therapy sessions have certainly been more colorful lately…"

The grip on the hand increased. "I'm sorry."

A moment passed.

"You saved my life," said the girl.

MJ laughed. "I think you've got me confused with someone else. I couldn't spin a web to save my *own* life."

This time, the girl managed a more successful laugh of her own. "You *tried* to save my life, at least. I..." She met MJ's emerald eyes with her puffy, watery ones. "I spent all day wondering if I'd turned invisible, but then… *you* were there…"

Mary Jane tried to pull back, but she couldn't. The arms around her neck were too tight. The two of them held each other for- for MJ didn't know how long. And all the while, only one thought ran through her head:

Oh dear lord in heaven I have to protect this girl.

Another blonde chick stood across from Mary Jane, and this one was positively seething. Now here was a girl MJ wanted to do the opposite of protect…

What got under MJ's skin the most was that even after she and Blondie had almost died, even after the octopus-guy had nearly dropped Flash's girlfriend off a *roller coaster*, these stupid friggin' high school kids were losing their minds over a *breakup?* It was almost enough to make MJ wish Spider-Man had let Liz go splat.

Currently, Flash and Liz were having a tearful discussion in front of the merry-go-round while the other kids stood a respectable distance away. At least the octopus-guy was going to octopus-prison, meaning MJ was now safe from every threat except Miss Shrill's fingernails to her eyes.

"What're *you* still doin' here?" Her breath was hot on MJ's face.

Making sure Peter gets back okay. "Enjoying the pleasure of your company."

"I don't know what makes me madda, the fact that Flash went out with another girl behind Liz's back…" Miss Shrill's eyes narrowed. "…or the fact that it was *you*."

The remark didn't phase Wild Party Girl MJ, of course. Wild Party Girl MJ never lost her cool. Now if only she could tell that to her cheeks. "What can I say? He caught my eye."

“Please. Catchin’ *your* eye ain’t exactly much of an accomplishment if ya catch my drift...” With that, Miss Shrill turned away. But then she turned back. “My drift is that you’re a slut.”

“Yeah,” said MJ, “thanks, I got that.”

That seemed to satisfy Miss Shrill, and so she turned her attention away from MJ for good.

With that over with, MJ went to tap Miss Shrill’s boyfriend on the shoulder. For once, she wasn’t being flirty with him as just desserts. “Hey, you know that cute blonde with the glasses who follows Pete around like a lost puppy? Does she have a name?”

Rand frowned at her. “Jessica Jones-? No, wait, you said blonde? You must mean Gwen Stacy.” He shrugged. “Sorry, kinda forgot she existed for a second.”

MJ nodded, then turned her head to the edge of the group, where Blondie was lurking. She was probably waiting for Peter, herself.

Gwen Stacy, huh? Nice name. Of course, knowing MJ, she’d forget it within the hour.

The Stacy family dining room was dead silent, save for the gentle clank of silverware.

“So,” said Gwen’s dad, “you’ve been spending an awful lot of time with this Mary Jane girl.”

“W-Well, yeah.” A bite of meatloaf froze halfway to Gwen’s mouth. “I mean, that’s kind of what best friends do.”

“Best friends?” Her dad raised a white eyebrow. “Whatever happened to Peter and Harry and Eddie?”

“Oh, y’know, they just...” Radio silence. “Harry’s in Europe, Eddie’s busy with college and his lab job, and Peter… forgot I exist.”

“Maybe you ought to remind him, then,” her dad said stiffly.

“Yeah. Guess so.” The bite completed its journey. “You’ll like Mary Jane, though, once you meet her.”

“Oh, we’ve met,” said her dad. “I’ve broken up my share of parties here in Queens. Mary Jane was never implicated any of those times – She wouldn’t be coming here tonight if she was – but she was always in the proximity of implication.”

“*Dad*, can you *please* stop doing that thing where you treat any friends I make like criminals?” Gwen’s next bite was punctuated by a groan. “I know there are rumors about her, but she’s the *only person* in school who- who *pays attention* to me. And she-”

“Yes, I know, she valiantly saved you from certain death at the tentacles of Doctor Octopus.” Her dad shook his head, smiling. “You’re right, I do owe her for that. I just hope you don’t admire her *too* much, is all.”

“Admire her?” Gwen’s fork clattered to the plate. “What do you mean, admire her?”

“Nothing. I only meant-”

There came a knock.

“Oh, that’s her now!” Gwen sprang from her seat to bolt for the doorknob. “Hi, Mary-” The door

creaked open. “-Jane.”

A moment passed.

“What?” said Mary Jane. “Is there something on my bust?”

“No, no, I just-” Gwen glanced away. “You didn’t have to get all dressed up. I mean, we’re only seeing a movie. Y’know, sitting in pitch darkness.”

“Dressed up? *Moi?*” MJ’s eyes flitted to the black dress gripping her hips. The same one she’d worn to the formal. “Nah, this is just some old thing I yanked out of the closet.”

“Right, right,” said Gwen. “Out of the closet.”

“Anywho, you ready to hit the theater, girlfriend?” MJ smiled those perfect red lips of hers. For the first time, Gwen was noticing how pale and barren her own were. “Which flick is this, anyways? I’m more of a stage girl than a cinema girl.”

“Oh, j-just another one of those superhero movies that are all the rage now.”

“So it’s a documentary?”

“Right.”

MJ peeked over her shoulder. “You guys got a bathroom in that house? I gotta powder my nose.” Then she leaned in and added in an undertone, “*That’s the polite way of saying I gotta pee*.”

Gwen laughed and invited her in.

“Watson.” Her dad gave a nod from his chair.

“Sherlock.” MJ nodded back, then waltzed out the dining room in search of the bathroom. “Nice place you got here.”

The moment MJ was safely out of range, a pair of faded blue eyes fell on Gwen.

“*What?*” she said.

“Nothing,” said her dad. “It’s just… Mary Jane is spending the night here. And you two are going to be alone all that time I’m at work.”

Gwen folded her arms. “And?”

“Well, I know you’ve not had a strong female presence most of your life. And you’ve never seemed especially interested in makeup or boys. I can’t help but wonder if- *Not The Look, not The Look!*”

“...D, G, B, and then the last one’s the high E.” MJ adjusted the instrument in Gwen’s hands. “No, hold it more like this.” She positioned Gwen’s fingers for her. “Oh, good, your nails are short. I’ll try to hide my envy.”

“Yeah, long nails will get you in the same predicament with the saxophone, too.” Gwen glanced away. She was sitting in her bedroom’s computer chair, slouched over MJ’s beat up acoustic, while MJ loomed over her from behind. “I, uh, realize I put stock in the wrong instrument. If you bust out the sax at a party, you’ll probably just get weird looks.”

“Not if it’s a *good* party,” said MJ. “You gotta teach me to play that thing next, alright?”

“Y-Yeah. Just, uh...” Gwen’s face flushed. “...I’d need to wipe it off first so you don’t get my spit all over your mouth.”

“Right,” said MJ. “Wouldn’t want that.” If she’d been onstage, MJ would be doing what’s called an aside glance. “Here, try to play a chord...”

For the next couple minutes, the only noise in the room was malformed guitar music. Yeah, MJ was in need of a new one.

“*Ow*.” Gwen’s hand darted away from the strings. “You’ve gotta have fingers made of adamantium to play these things...”

“Yeah, mine kind of are.” MJ held out a palm, gesturing for Gwen to feel. Slowly, Gwen ran the tips of her own fingers over MJ’s.

“Geez,” said Gwen, “I didn’t realize this was such a self-destructive hobby.”

MJ laughed. “Yeah, well, it’s worth it when you need people to think you’re cool.”

Another moment passed. It took that long for Gwen to remove her fingers from MJ’s. “Here.” She handed the instrument back. “Why don’t *you* play for a while?”

MJ found herself frowning as she accepted it. “Something wrong?”

“No, no. Just…” A sigh escaped Gwen’s mouth. “…y’know, my dad can be a little overbearing.”

“I think he’s great,” MJ said softly. “You’re lucky to have him.”

“Yeah, but he just-” An anxious laugh. “My mom died when I was little and I got raised by the macho police captain, so now he’s worried I’m gonna, like, cut my hair and join a lesbian biker gang or something.”

A different anxious laugh. “*That’d* be a sight to behold.” MJ gave Gwen a look. “But, I mean, I guess *someone* needs to ask… *Do* you like girls?”

Gwen almost tumbled out of her chair. “*What?* I- I like guys!”

“*Okay*, *okay*, you’re not under interrogation here.” MJ threw out her hands. “Any guy in particular?”

Gwen’s answer was more of a squeak. “*No! Why would you think that?*”

MJ couldn’t resist another laugh. “I’m just asking, girlfriend.” Another moment passed. “But seriously, you can’t just tell me like you like guys and then leave me hanging.” Her eyes met Gwen’s. “You know the Avengers? The ones we just watched a documentary on?”

“Y-Yeah. What about them?”

A smirk crossed MJ’s lips. “F, marry, kill.”

Gwen had gone quite pale. “Um…”

“No escaping till I get my answer.” MJ positioned herself in front of the door.

“Well…” Gwen’s eyes seemed incapable of leaving the carpet right now. “Kill Iron Man, marry

Captain America-"

"Obvious choices."

"-and- and the other one…" Gwen shut her eyes, then almost whispered, "Ant-Man."

Silence. Then MJ burst out laughing.

"*I didn't think you wanted the obvious choices-!*"

"Sorry, sorry." She collected herself. "It's fine. I don't judge. Nothing wrong with liking the brunette science geek." Who also happened to be a bug-themed superhero.

"*I picked him at random, okay?*" Huh. Now Gwen was doing this thing where she intentionally let her glasses fall down her nose, making her glare all the sharper. MJ'd had no idea she was capable of such ferocity. "But fine, I answered it. Now it's your turn."

MJ brought her hands to her hips. "Easy. Kill Captain America, marry Iron Man, and F the Wasp."

"Oh." Gwen's eyes went wide for a second. "Alright, you just asked me, so I guess it's only fair… Are you gay or something? Is that why you don't want to date Peter?"

MJ shrugged. "I swing whichever way the wind blows me. Labels would only hold me back."

That didn't seem to sate Gwen's curiosity. "So you're bi?"

"Well, if you *must* label it…" MJ cocked her head. "You didn't know already? Guess my rep's not as pervasive as I thought."

"Oh, I, uh..." Gwen glanced away again. Her face didn't look like it planned on cooling any time soon. "I did hear rumors about you. Really nasty rumors, actually..." She spun back towards MJ, who was still in the doorway. "But I know they're not true! I- I mean, I can see you're not a bad person."

"Oh." Long silence. "But if they *were* true… would… you not want me over here anymore?"

Longer silence. "Of course I'd still want you. But, y'know, I'd be really worried about you… because you're my friend."

One last silence. "Good thing those rumors aren't true, then!"

"Mary Jane…"

"Look, I know I caused a little chaos on the football team, but- but it was a mistake! I'm not gonna do it again. I learned my lesson-"

"Is that why you started hanging out with *me?*" Gwen brought her palms to her chest. "Because everyone else at school hates you?"

"No, no, Gwen, of course not!" Next thing either of them knew, their arms were around each other. "I'm friends with you because you're smart and insightful and cute and you play the saxophone, which is really cool, and-" She caught herself.

Let's not go overboard with the praise there, champ. The last thing MJ wanted to do was show her hand.

"-and because you don't care about relationship drama like the rest of the school does." MJ punched Gwen's arm. "I'm done with relationships, permanently. Us single gals have it the best."

"Y-Yeah," Gwen said faintly. "We'll… probably be single forever." Her eyes met the rug. "I know I will, at least."

The silence was back.

"Oh, duh, I just realized!" Suddenly, MJ was cross-legged on the floor with the guitar in her lap. "I never played for you like you asked."

"Right, right." Gwen was more than happy for the change of subject. She sat herself on her bed, looking down at MJ. "Let's hear it."

The next moment, the bedroom was filled with bouncy, upbeat music. Not to brag, but MJ kind of had an incredible singing voice:

"*Lisa knows a girl who's been abused.*

It changed her philosophy in Eighty-Two.

She's always looking for a fight.

She keeps the neighbors up all night."

MJ's eyes shut, letting herself pretend nothing existed but the song.

"*I go to her when I'm feeling slack.*

The girl's using me as a punching bag.

I think that I could help her out,

But the girl's got a lot to be mad about…"

Bouncy, upbeat music filled the dance floor:

"*Don't cha wish your girlfriend was hot like me?*

Don't cha wish your girlfriend was a freak like me?"

"Like, no way!" MJ took another sip from the plastic cup in her hand. "This is, like, totally my favorite song!"

"Like, omigod, really?" The face of the cute blonde beside her lit up.

"Oh, definitely," said MJ. "For real." They listened to it a moment. "Well, what are we standing around for, girlfriend? We gonna dance or what?"

"Y-You wanna dance with *me?*" At this, the blonde wilted. "But I'm, like, a chick and stuff."

"What, you only dance with guys?" MJ started to do *something* with her, but it sure as heck wasn't dancing. "You're missing out."

"What, are you gay?" But as MJ's face nearer, the blonde's drew back. "Weren't you, like, hitting on that guy over there a second ago?" She gestured to the long-haired dude over by the DJ table.

MJ shrugged. “Oh, I *am* crushing on him, but the thing about us freaks is… crushing on people one-at-a-time can be a challenge for us. Sometimes we just can’t resist…” This time, the blonde didn’t recoil at the approach of her face. “…making things complicated for ourselves.”

The breath of another girl was hot on MJ’s face, but in a far more pleasant manner than when it’d been Miss Shrill’s. Though in Miss Shrill’s defense, her assessment of MJ hadn’t exactly been off the mark.

“I, like, don’t know about this…” The girl’s eyes traveled to the growing crowd of boys surrounding the two of them. “I, um, always thought I was straight.”

“So are rubber bands,” said MJ, “right before they snap.” C’mon, c’mon, just a few more millimeters. “*You know you want this just as much as I do, Stacy*.”

“My name’s *Maci.*”

“That’s what I said.”

God, look at the crowd of dudes they’d attracted. What a haul! Now this was a party, not like that wussy Fall Formal full of magnet school kids. Why would MJ ever be interested in some law-abiding goody-two shoes, right? Just look at all the guys here. There were football players, a handful of college kids, her dad- *Oh crap wait.*

An “Oooh!” ran through the crowd as the man shoved his way through. He was, of course, making a beeline for his favorite redhead.

“H-Hey, Daddy.” MJ immediately released What’s-Her-Name, allowing the poor blonde to scamper off to safety. “Fancy meeting you here- *Let me go! I know how to walk!*”

The slam of the car door was almost as loud as her dad’s breathing. He didn’t wait for either of them to get buckled before pulling out the driveway of… uh… Whose house was this again? How had MJ gotten here? Were they even still in Queens?

“What’s in that cup?” her dad asked from the driver’s seat.

MJ stared at him from the passenger seat. “Gatorade.”

“Oh yeah? Then that’s what I’d taste if I had a sip?”

Slrrp. “Sorry, none left!”

“*I swear to Christ, Mary.*” The car made a sudden swerve. He’d released the wheel for a second. “I don’t know if you think you’re punishin’ us or if you really are this thoughtless, but the only person you’re hurting here’s yourself. Sneakin’ out to parties and drinkin’ who-knows-what and hittin’ on *girls*-”

MJ put on a goofy voice. “*I learned it by watching YOU!*”

Her dad snorted. “I thought you were datin’ that football player? Or does that not make a difference to you?”

MJ rolled her eyes. “It’s called polyamory, Dad.”

“That’s not what they called it in my day…”

MJ was all but thrown onto her mattress. She narrowly missed hitting her head on the bed frame, which was too bad because if she hadn't, she could've told the social worker Dad had hurt her. Ah, well, maybe next time.

"Count yourself lucky I don't have the energy to wrestle your phone from you again." Dear old Dad remained in the doorway, fists clenched. "I don't even wanna know what you've been doin' on there. Whoever thought it was a good idea to give video cameras to every teen in the world oughta be shot..." With that, he turned for the hall. "I'd ask what I did to deserve a queer for a daughter, but I know you only do that *because* I don't like it."

MJ feigned applause. "Congrats, Phil, you figured it out. Every move I make is a calculated effort to express just how much I hate you."

But this, it turned out, was enough to finally goad out his real self. "*Yeah? Well, you'll hate me a lot LESS inna year or two when you're pregnant and disease-ridden and beggin' your mom and me for rent.*"

The door slammed behind him.

"*You promised you wouldn't scream at her again!*" A voice drifted up from downstairs.

"*Have you MET our daughter?*" Her dad's voice joined in from the top of the stairs. "*Let's see YOU go one car ride without screaming at the stupid bitch...*"

The voices weren't getting any fainter, but MJ could at least block them out with her headphones. She rolled over to grab them off the bedroom carpet. Not that it was much of a bedroom. It was little more than a mattress, her guitar case, and a couple old VHS tapes and books on method acting.

MJ shoved the buds in her ears without even plugging the jack into anything. Then she locked her door and plopped herself face-down on the blankets. Finally, she was alone. Nowhere to go, nothing to do the rest of the night. Meaning she could put Wild Party Girl MJ back in the box with Brainy Janey, and in her place, MJ could retrieve the seldom-seen Hysterical Mess MJ. She gripped her pillow in her arms, muffling herself. Oh god, it felt good. Best part of MJ's day. Every action she'd taken was now justified.

Unplugged or no, MJ could hear the music blaring from her headphones. The song lyrics she'd branded into her brain the same as that stupid "face it, Tiger" line. And these weren't any of that godawful pop garbage, either – They were the slow, heavy, angst-riddled type of songs. Angsty songs were the best songs because they let you pretend like everything you were going through was important and meaningful and other people just didn't understand. Like your suffering was worse than anyone else's. So much worse that you'd earned, like, respect or something. And that was the kind of emotion MJ savored. Feeling respectable was such a rare occurrence for her, after all. It made her feel less silly for crying.

MJ was in mid-sob when her phone buzzed.

"Mary Jane Watson speaking." Instantly, it was by her ear, hovering directly across from her blinding white smile. "Who might I be gracing with the sound of my voice?"

"Hey, MJ," said the guy on the other end. "It's Eddie." Didn't ring a bell. "You gave me your number at the Fall Formal." Yeah, *that* narrowed it down. "Sorry, I know that was, like, a month ago. Been busy with college." Oh! College Boy!

"No big deal." The way she was grinning, you'd never guess MJ's eyes were so red. "I've already

thought of a few ways you could make it up to me…"

"And y'know somethin' else, Daddy? Mommy is just so sick and tie-ud o' wearin' panties."

"Yeah?" said a dazed DiCaprio.

"Yeah. In fact… she's decided to throw them *all. Away.*"

MJ fidgeted on the mattress. When Eddie had said he wanted to watch a movie, she hadn't realized he'd meant a movie on his laptop in his minuscule dorm room.

Beside her, Eddie glanced her way. "You alright, MJ? Sorry, I didn't know it was gonna be this intense when I rented it-"

"I can handle intense." MJ's butt scooted closer to his under the covers. "I'm a big girl."

"Yeah, I can tell." Eddie was finding it hard to keep his eyes on the screen, and *Margot Robbie* was on there. "You're mature for your age."

A laugh escaped MJ's mouth. "All the boys at school can tell, too." It hadn't been her, uh, least uneasy laugh ever, though. "I gotta say, you're certainly a step up from them."

"I wouldn't waste my energy on any of those guys if I was you." Eddie knelt over to hit pause. "Let me tell you something I wish to god someone would've told me – Five years from now, you won't remember their names. Swear to god. I know high school seems like the alpha and omega, but it fades. It all fades. When real life starts, you'll know."

Tell her something she didn't know. In fact, MJ was kinda counting on that fading part happening. Preferably sooner than later. "Wow, Eddie… that is, like, the deepest thing I've ever heard. I'm serious." Weird, it took a couple more tries than usual for her to smile. "I do like me a guy with a brain…"

Oop, he was leaning in. Here it came. The moment they'd all been waiting for.

"*Mmm*." Oh, he was *good* at this. It was like he was a whole different species from the timid juniors shocked to find a hot babe coming on to them. Like Eddie had done this… a million times over.

Psst, said a little voice in the back of MJ's head. *Psst, Mary Jane, it's me, Brainy Janey. I know you don't like to use your brainy anymore, but I felt the need to point out that Eddie here looks, like, nineteen at the youngest, and you are A SIXTEEN YEAR OLD GIRL that he SNUCK INTO HIS DORM ROOM.*

So? said Wild Party Girl MJ. *I'm half his age plus seven. That makes it legal, right?*

If I wasn't a figment of your imagination, I'd smack you.

What was wrong with MJ? She put a hand on the back of Eddie's head, forcing herself to clear her thoughts. This was perfect. She was having the time of her life.

Several minutes later, the two of them finally broke apart. MJ grinned at him. "I'm starting to see the perks of hanging with a college kid."

"Yeah?" Eddie grinned back. Somehow, during the chaos, he'd ended up a little more, err, on top of her than he'd been before. "You talking about the fact that I can get you R-rated movies? Or

that I've got my own motorcycle?" His hand darted forward. "Or maybe you meant-?"

"*Wait, stop everything!*"

It darted back. "What? It's a little late to be getting cold feet-" Eddie was probably pretty concerned at first.

Until he saw the stars in MJ's eyes. "You have a motorcycle?"

From the looks of him, Peter had been going about his business at his locker when he was suddenly confronted by his personal harem – MJ, Gwen, Liz, Glory, Sally, Rand, Kong, and Hobie (Yeah, sure, those last three counted. Well, *MJ* would've counted them). The group was big enough to block traffic in the hall.

"Hey, Petey." Liz was the first to speak. "How's your aunt?"

Peter turned back to them, smiling. Whoa, he must've had a spa day or something. He looked like he'd shed a couple decades from the last time MJ saw him. "Better, thanks. Um…" But the smile didn't last long. "…and, guys, I-I'm so sorry about how I acted." His eyes flitted to his t-shirt. He'd swapped from black back to his traditional blue one. MJ took that as a sign his emo phase was over.

"It's cool," said Rand.

"You must be under a ton of stress." Gwen stepped forward, putting a hand on Peter's shoulder.

You could hear the sirens going off behind Liz's eyes. "Yeah, you *could* probably use an angst-break." She all but dragged Peter away by the hands. MJ couldn't help but picture a pair of lionesses fighting over a scrap of meat. "And we could use some help holding the big mustang balloon at the Thanksgiving Day Parade tomorrow."

"I can't, I'm sorry," said Peter. "I-I-If the doc gives me the okay, I'll be bringing Aunt May home."

MJ and Gwen traded smiles. At least, that's how it looked to outsiders. What they were really doing was engaging in an intense mental conversation using only the twitching of their eyes.

See, if there was one consolation for Mrs. Parker's heart attack and.… and Tuesday's motorcycle ride, it was that the next day, MJ had *finally* coaxed a love confession out of Gwen. Poor thing had been devastated after the black-shirt edgelord Peter had chewed her out, but apparently it hadn't been nearly enough to dampen Gwen's fervor for the boy.

But now there was a new obstacle to Peter's heart – one fluent in Spanish. So naturally, Gwen had immediately turned to MJ with this look like, *Oh no, other people are finally starting to realize what a cutie Peter is, guess I should just give up forever-*

And MJ was looking at her like, *GO FOR LIZ'S JUGULAR!*

"That's okay-" Liz began.

"*Oh are you going back today because I'll go with you-*" The next minute, Peter's hands were in Gwen's clutches. "-t-t-to the hospital after…" You could watch the embarrassment setting in like a time-lapse video of the sunrise. "…school if you-" Her glasses fell over her nose. "-want." She pushed them back up.

“Well, uh… thanks.” Peter met her nervous laugh with one of his own. “I’m sure Aunt May’d love to see you.”

Oh for the love of-! Had he *seriously* not been phased by that? How could you exist in Gwen’s presence for more than two seconds without realizing what a precious blueberry muffin she was? Did Peter have a mental disorder? Was he gay? Was that it? Oh god, he seemed like he’d been sharing an emotional moment with Flash right before the group approached him. He was probably one of those weirdos who was in love with his bully and now Gwen was gonna get rejected and she’d spend the rest of her life living alone with fifty cats-

Brrrrrng. The bell rang.

“Well… okay.” Gwen dashed off, hands on her backpack straps. “I… I better get to class.” Aaaaaand she was gone. Perfect.

MJ suppressed a sigh. Why was she so obsessed with hooking those two up, anyways? Well… it was like if your backyard was cold and ugly and overgrown, but then you dug out this one patch of soil and planted a beautiful little flower, but the garden was totally inhospitable to beauty, so you had to spend every ounce of your time and energy watering the bud and protecting it from weeds until finally, *maybe* it could sprout, all just so you’d have this one minuscule little flower poking out in the sea of ugliness, and then every day when you walked to your even-uglier house with your even-uglier parents, you could glance at that tiny flower and think, *Look at that. I did good. I did one good thing.*

Stupid Peter. Falling in love with Gwen was so easy... How could he not do it?

Truth be told, MJ wanted to run off for class herself… but this was one of those moments where she had to protect her bud from weeds. “Pete, um…” She caught him just as the rest of his harem was dispersing. “…I know you’ve got a lot on your mind, but…” Deep breath. No dancing around this. “…I went on a date with Eddie.”

You could see Peter doing the mental math and coming up with a difference of three. “*A-A-A date? But-*”

“He only asked me out because he thought you and I were a thing.” MJ’s brow creased for a sec, but worry quickly overtook the anger. Honestly, even this Cliffs Notes version of events made her stomach churn. “He wanted to *hurt* you, and he didn’t mind using me to do it.” Her hand was on his shoulder.

“W-Well it *has* been pretty rough between us. But…” Peter shook his head. “…no, no, h-he’s still my bro.”

Yeah, MJ hadn’t thought he’d believe her. Guy friends never did. And if MJ went into greater detail, Peter would only believe her less.

“Be careful, Tiger…” *Stone-faced. Stone-faced. Wild Party Girl MJ doesn’t loose her cool. And she sure as heck doesn’t cry.* “I don’t think he’s your bro anymore.”

Energy Pyramid

"*Bro?*" Eddie's eyes had gone quite large. "I figured a lot had changed while I was out, but-"

"*I'm his cousin! I'm his cousin!*"

"Oh." Those eyes flitted from the blonde Parker to the brunette Parker across from her. "Wait, you don't have a cousin." This time, he offered the fist-bump to the correct candidate.

Peter found himself shrinking. Should he give Eddie the short version or the long? "I… do now." Peter's fist didn't bump quite as hard as it could've.

"Well, we can catch up later. As for the present-" Eddie turned for Gwen. "-I'm just happy to be… *myself* again."

A moment later, her arms were around his neck. "We didn't think you'd ever- H-How did you-?"

"-wake up?" Eddie chuckled. "You haven't heard? There's this new hero called Mister Positive who's healing everyone in New York Hospital."

"*Martin did this?*" Reilly's face lit up. "Just when I thought he couldn't *get* any greater."

Next came Martha's turn for a hug. "Oh, *Eddie*, we'd been so worried about you. We wanted to visit, but we were stuck in Florida. Long story."

"No biggie. I appreciate the thought."

"Here's one you'll appreciate more." Curt offered a hand – his, err, real one, to be clear. "Your old job is yours again if you want it. Debra left."

"Oh, that's- I- I didn't want to ask, but I did kinda figure…" Eddie managed a smile. "Thanks, Doc."

Then Curt turned to Peter and Gwen. "And that goes for you two, as well."

"Though now that you're out of high school," added Martha with a smile, "I don't see why you ought to remain unpaid."

"*Seriously?*" Gwen met Peter's eyes. She looked like she might cry. "No more Burger King?"

Peter could hardly keep from grinning. "No more Burger King."

Curtgave an anxious laugh. "Think of it as a reward for putting up with Warren. And for the, err, Morbius incident."

But then the sound of a cleared throat turned his attention to one of the many blondes in the room. "I don't suppose *four* lab assistants would be overkill, would it?" Reilly shuffled her tennis shoes.

Martha winced for her. "I'm so sorry, Reilly. We're sure you're qualified-"

"Technically, she's every bit as qualified as me," said Peter.

"-but it would be a bit difficult to prove your credentials to the higher-ups," finished Curt.

"It's okay." Reilly seemed busy examining the floor tiles. "I mean, my boyfriend's got money to

burn. That is, if I don't mind being a leech until I find a decent job…"

"I'm sure we could help you with the hunt," said Eddie. His eyes skimmed the lab. "So anyways, where's Billy? I mean, I know seeing me can't hold a candle to video games, but…"

At this, husband and wife traded glances.

"You can see him in a second," Curt said, "but first, we should talk."

"Eddie, we…" Martha's eyes met the far wall. "…we know about the alien." With one word, the mood in the room plummeted like a stone. "About Venom. About… everything."

"Oh," said Eddie. "Right. Venom. Whatever happened to that goo, anyways?"

If Invisible Woman had been hiding nearby, they'd have been able to hear her breathing.

"W-Well, who cares, right?" Eddie let out a laugh. "Screw that thing. Seriously." His eyes narrowed. "It messed up my head. It made me do things I…"

"It's not your fault, Eddie." Martha brought a hand to his shoulder. "It's mine and Curt's."

Peter gave a start. "That's not true! If anything, Black Cat's the one who-"

"*Everything* that's happened to you kids is our fault. *My* fault." Curt bowed his head. "Electro, the Lizard, Venom, even that spider bite… All I've ever wanted is to use my talents to help people, but I've been so reckless, I haven't stopped to consider the unforeseen consequences those talents could bring." His eyes flitted to the prosthesis where his right hand had once been. "And so I put every last one of you kids in danger."

Gwen stepped towards him. "No one blames you, Dr. Connors. This has all been so bizarre, there's no way you could've guessed what would-"

"*Wait.*" All heads snapped towards Reilly. "Unforeseen conse-? Ugh, how did I not think about that before?"

Peter frowned at her. "What's wrong, sis?"

"Nothing." Suddenly, Reilly was hurrying for the door. "You guys have fun with Eddie. I'd just make things weird, anyways. I- I gotta go." And with that, she was gone.

The other five were left scratching their noggins.

"Interesting cousin you got there." Eddie gave Peter a look. "For someone who looks exactly like you, she's surprisingly-"

"I'm gonna act like I don't know what word you were about to say."

It was only a matter of time before Eddie choked on a burger. The more he shoved down his gullet, the faster those odds approached a hundred percent.

"*Eddie! Use your teeth!*" Gwen had gotten right back into the swing of things – the "swing of things," in this case, being her role as the stern housewife to Eddie's role as ten-year-old boy.

"Sorry, can't help myself," Eddie said through a mouthful of lettuce, mustard, and- Eww, why was Peter looking?

“They must’ve forgotten to feed you in that hospital,” he said with a smirk. Knowing Eddie, he’d have his old weight back by the end of the week.

Eddie wiped his mouth on his sleeve, leaned back in the booth, and took in the sight around them. “I almost can’t believe we’re hanging out at the Silver Spoon. Guess the old days have come back with a vengeance.”

“Bro, you don’t know how happy I am to watch you stuff burgers in your face.” Peter caught himself. “That sounded less screwed up in my head.”

Gwen put a hand over Peter’s own. “What we mean is, we thought we’d lost you, Eddie.” But when she caught Eddie’s eyes on those hands, she darted hers away.

“Well, it’s good to be back.” Now those eyes were on Gwen’s face, watching her cheeks grow redder and redder. “Almost like nothing’s changed, right? Nothing at all…”

“H-Hey, look at all this soda I’ve been drinking.” Gwen took a big, shameless slurp of her straw to prove her point. “I gotta go, um, pay the price for my hubris. Be back in a sec.” She scooted past Peter, leaving the boys alone at the booth.

“So…” Eddie gave him a look. “…how long have you two been a thing?”

“Oh, g-guess you could tell, huh?” Why was this so embarrassing? Everyone knew “Peter Parker” and “Gwen Stacy” were basically synonyms at this point.

“I’ll try to hide my shock.” Eddie punched Peter’s arm. “Seriously, though, congrats, man. It was only a matter of time, really.”

“Y-Yeah, it started the St. Patty’s Day before last,” said Peter. “Well, really, it started the Thanksgiving before last. It was- It was Venom’s fault.” *Oh, wow, good going, Pete. Perfect ice breaker.* “I guess after Gwen’s life flashed before her eyes, it made her bolder, y’know?” He looked up from his food tray.

But Eddie seemed a bit too focused on chewing to reply. After a minute, he said, barely audible, “Nice to know *some* good came of that.”

“Bro…”

“Look at us, pretending like nothing’s wrong. Like nothing’s changed.” A half-eaten burger fell to the table. “Me sitting here, looking you two in the eyes again after...”

“Eddie, listen, I-” Peter swallowed, and not because there was a burger in his mouth. This was nothing to get nervous about, though. This wasn’t Venom – This was Peter’s oldest friend. His brother. His cool brother, he meant, not the lame one with the ugly face. “I got used as the symbiote’s meat puppet, too. It took my body for a joyride while I slept, and- and it almost killed Doctor Octopus.” From what Gwen’s dad had once told Peter, it’d nearly impaled the dude’s heart with his own tentacle. And Peter had thought *Carnage* was the hardcore member of the family. “And I know Ock’s a supervillain, but he’s proven himself be, like, capable of remorse and stuff. He’s not beyond saving… but the symbiote wasn’t gonna give him that chance.” A hand reached for Eddie’s arm. “That’s not how I operate. I *do* give that chance. To *anyone*.”

Eddie gave a slow nod. “I- I’m sorry you had to go through that. I know what the symbiote can do to a guy. And I know…” He glanced away. “...all the things that made me so ticked at you… were really things *it* caused. Well, not the photos. Truth is, I’ll probably never get over you selling those Lizard pics to the Bugle, but…” He sighed. “…I know now that you’re the one who saved Connors, so that softens the blow quite a bit.”

“Point is, the symbiote played us against each other,” said Peter. “It feeds off hate, and it was using us the same way you’ve been using all those burgers.” The two them shared a chuckle.

Eddie offered out another fist bump. “Never again?”

“Never again.” This time, Peter’s bump held more power. “Hey, uh… bro?”

“Yeah?”

Peter’s eyes flitted to the restroom doors across from their table. “Before Gwen gets back… You know she and I both turn eighteen this August.”

“Aw, I know!” Eddie grinned at him. “You guys got *tall* while I was out. I almost didn’t recognize Gwen at first. She holds herself completely different, and she puts way more work into her hair. Getting with you’s the best thing to ever happen to her, I can tell.”

“Heh. Trust me, it’s mutual. That’s, uh, actually what I was getting at.” Peter looked away, brushing a strand of his own hair out of his eyes. He was overdue for a cut. “I- I know we’ve only been dating a year, but this is *me and Gwen* we’re talking about. Eddie, you don’t think eighteen’s too young to get married, do you?”

Eddie blinked. “What?” He waited just long enough to make Peter’s heart drop into his stomach before letting the biggest smile yet wash over his face. “*Bro*, that’s- I don’t even know what to- *Of course* you should, man. You two have been, like, subconsciously in love since time immemorial. I mean, you said you’ve already been living together for months without any problems, so it wouldn’t be a huge change in your lives or anything. But as, like, a grand gesture of commitment to each other…? Yeah. I just-” He took breath. “Wow. Have you asked her yet?”

“No, not yet.” Peter didn’t even have the ring on him right now, anyways. “I’m waiting for the right-”

“Hey, guys, I’m back.” Gwen slid into the booth beside her boyfriend. “What were you saying? You wanted to ask me something?”

“*Yeah, it was nothing, we were just wondering if you wanted to go pick up Eddie’s stuff from storage once we’re done here. Why, did YOU want to ask anything?*”

Gwen stared at him from behind her glasses. “Um… Okay, here’s a question – Why do I feel like I made things awkward somehow?”

“You must be imaging things.” Eddie gave Peter a sly nod. “I was only asking Pete how his aunt’s doing. Nothing awkward happening here. Anyways, Gwen, how’s your dad? He doing alright?”

A minute passed.

“Okay.” Eddie sprang to his feet. “Bad subject for now. Message received loud and clear. I, uh…” He slinked off, bowing his head. “I gotta go pay the price for my *own* hubris. All those cows I just ate are seeking revenge from beyond the grave.” He hurried away.

With Eddie gone, Peter’s arms wrapped around Gwen’s torso. “I’m sorry, I didn’t realize he’d… I mean, it’s hard to keep track of what Eddie does and doesn’t know right now, what with the coma and everything-”

“It’s alright,” Gwen said softly. “We can tell him when he gets back. But I’m just worried about…

about him." She glanced over her shoulder before murmuring, "Do you think we can trust him?"

"*What?*" The words came out with more bite than Peter had intended. "Gwen, *of course* we can trust him. This is *Eddie*. We know Flash has the symbiote now, and, like, you really think Eddie could go two minutes without trying to strangle me if he was still holding onto that vendetta?"

"No, but-"

"And the last time he split from the symbiote, he was flailing around screaming 'I'm Venom' on repeat. If Eddie was still crazy, we'd know."

Gwen took a breath. "You're right. Sorry, I'm just getting déjà vu of your aunt's ex-boyfriend."

"Can't blame you for that."

Eddie returned a couple minutes later. "Well, I'm ten pounds lighter. So, uh…" He slid into his side of the booth. "…you guys are finally out of high school?"

"Yep." Looked like Gwen wasn't overeager to return to their previous subject. "ESU's just around the corner. I'm minoring in music, Pete's minoring in chemistry, and we're both majoring in bioengineering like you are."

"Like I *was*, you mean." The look on Eddie's face made the couple flinch. "I dropped out, remember? And that was *before* I spent all that time institutionalized and then comatose."

"Oh, I'm sorry, I hadn't thought about-"

"It's fine." Eddie waved a hand. "Least I got my job back. I'll save up some money, get myself out of all the debt that's accumulated in my absence and, y'know, try again later." He glanced away, then added, "It's weird to think you two will have degrees before me, though." He shook his head. "All that studying, all those papers, wasted…"

"W-Well, hey." Peter tried his best to smile. "At least you'll have a head start for next time. I mean, nothing wrong with learning for the sake of learning, right?"

Eddie shook his head. "Sometimes I think you and me are just trying to relive our dads' lives."

"Yeah, and I spent so much time with you guys, I kinda got sucked in by science, too," said Gwen. "Of course, it didn't hurt that it happened to be a way to stay close to Peter…"

"Well, I hope you're committed to that, Gwen." Eddie's brow creased. "Cuz let me tell you, bio is a crapload of reading to be into it for the wrong reasons."

"Oh, yeah, I know-"

"No you don't. No one prepares you for that workload. They assign three chapters a night. A hundred pages a day. Plus you have to have *at least* one job. Books alone are a fortune." He gave them a look. "And that'll be on top of the stress of Pete's, uh, extracurricular activities. You sure you two are up for the challenge?"

"I- I think so," said Peter. Hoo boy. Between all the supervillains and the love drama, his grades had majorly slipped, and that was in *senior year of high school* in classes Peter could *teach*.

"Well, we survived high school without getting stuck down a toilet or trapped in a locker for the rest of eternity." Gwen shrugged. "How bad could college be?"

“Ah, man, high school.” At this, Eddie slapped a hand on the table. “Let me tell you something I wish to god someone would’ve told me – I know high school seems like the alpha and omega, but five years from now, you won’t remember your classmates’ names. Swear to god. It all fades.” He smiled to himself, like he was recalling a fond memory. “When real life starts, you’ll know.”

They hadn’t needed to rent a particularly large storage shed for Eddie’s stuff – He never had owned much. Just some clothes, boxes full of books and lab equipment, a laptop, those kinda things. It didn’t even take up two-thirds of the garage, which was good because if they’d had to rent anything bigger, the monthly payments would’ve driven the Parker and Stacy families out of house and home.

“*My bike!*” Eddie rushed towards the black motorcycle like a dog to its owner. “Man, I missed you...” He looked back to Peter and Gwen, who were standing at the garage entrance. “I can’t believe it. You guys basically held onto everything for me except my internet forum. Which I guess is a good thing, since it was, uh, kinda devoted to exposing Spider-Man’s secret ID.” He hung his head. “Sorry if that ever caused you any trouble…”

“This creepy guy showed up at my doorstep once after I got doxxed on there,” said Peter, “but Aunt May chased him off with a waffle iron, so it’s good.”

“Last I checked, the forum got taken over by some preteen girl obsessed with World of Battlecraft.” Eddie’s face soured at the memory. “Now it’s a hub for her weird Spider Man-Miss Marvel slash fics.”

“Hey, at least she got my taste for blondes down.” Peter earned himself a playful nudge from the object of said tastes. “Point is, uh, that forum doesn’t sound like the worst thing ever.”

“That’s cuz I didn’t tell you about her Spider-Man-Venom slash fics.”

“…I could’ve gone my whole life without knowing that was a thing.”

“At least she got your taste for blondes down,” said Gwen with a smirk.

“Oh! Look over here!” The next instant, Eddie was scurrying to the other side of the garage. Lying in an opened box was what appeared to be a makeshift Venom costume – basically just a white spider-logo embroidered onto a black hoodie – but what caught Eddie’s interest were the silver bracelets around its hand-holes. “It’s the replica web-shooters I built after I split from the symbiote for the first time.”*

**See Spectacular Spider-Man ep 18, First Steps, for details! – Ed*

“Wait, what?” Peter gave a start. “Why-?”

“So I could swing around the city, make you paranoid enough to check on where you were hiding the symbiote, then follow you there and set it free.”

“*THAT just raises FURTHER questions!*”

“Yeah,” said Gwen. “Like, how did you know the symbiote was still alive back then?” She gave Peter a look. “Or come to think of it, why didn’t you make sure it was dead?”

“I thought it’d suffocate, but turns out the symbiote’s an extremophile.” Peter’s eyes met the floor. “Which is kinda obvious in hindsight, considering it came to Earth on a meteor…”

“And I was so desperate to get it back, the thought that the symbiote might be dead honestly

hadn't occurred to me." Eddie's eyes glazed over for a second, but he shook himself out of it. "Wasn't exactly in the soundest state of mind back then. Almost ripped my arms out of my sockets trying to web-swing without super strength. And I had a feeling you'd trap the symbiote in cement like you did Sandman, so watching you linger by that newly-poured foundation was all the confirmation I needed. Truth is, even after my- the- the symbiote left me, I still had some of your memories it gave me." Eddie gestured to his forehead. "They've mostly faded by now, but back then… guess I was so determined to reunite with it that I managed to build web-shooters the same way you would. Always have been good with tech. Oh, that reminds me!" He retrieved something else out of the box.

It was… a smaller box! And on that box was a picture of a miniature camera. "I was gonna attach this thing to a drone and film myself doing stunts for Youtube." He tossed it into Peter's hands. "Its you guys' now."

Peter and Gwen swapped confused glances.

"You went through all the trouble of tracking down my new address while I was in Ravencroft and then renting this storage place once my lease got broken." Eddie gave the couple a smile. "This is the least I can do to repay you."

"You don't have to," Gwen began. "I'm actually getting some inheritance from my dad once I'm eighteen, so the money was never a big deal."

"No, no, I want you to have the camera."

"Thanks, bro, but, uh…" Peter inspected the box in his hands. "…what are we supposed to do with it?"

"My suggestion?" A mischievous look overtook Eddie's eyes. "Stick it behind the eyes of your mask, install the program on Gwen's laptop, and then she'll have a live feed of Spider-Man's point-of-view at all times."

"*Oh, that's great.*" Peter could already picture it. "Then I could wear a two-way radio under my mask and Gwen could be, like, the girl at the computer who does computer stuff for me while I fight crime! Like, if a door is locked, Gwen could hack it open-"

Gwen laughed. "Peter, honey, just because I taught you to use Chrome instead of Internet Explorer doesn't mean-"

"Just let me watch the feed on Gwen's laptop sometime, alright?" Eddie walked back over to them. "Man, I was so busy being angry before that I never realized how *cool* you being Spider-Man is." He met Peter's eyes. "Seriously, bro… the only reason I didn't hail you as a hero the moment I learned the truth was because the symbiote was messing with my brain. You saved all our lives, Pete. From Lizard, from Electro… Which reminds me, I ought to pay Max a visit at Ravencroft sometime. Great to hear he got cured." But then Eddie's face fell. "But, uh, before I worry about any of that, I guess I'll have to figure out where I'm gonna live."

"Dude, what are you talking about?" Peter laughed, and a glance told him Gwen shared his sentiment. "You're living with *us*, of course."

"You serious?" The next moment, Eddie had trapped the two of them in a bear hug.

"Yeah, with Reilly moving in with her boyfriend, we could use a new set of hands to help with rent."

"That's so cool! You- You really wanna see me every day after what I-?"

“Stop right there,” said Gwen, hugging back. “You’re family, Eddie. We don’t turn our backs on family.”

“You… You don’t know what that means to…” Eddie laughed, then wiped his eyes on his sleeve. “You won’t regret this, guys. It’s gonna be just like old times. Gang’s back together again! The three of us against the world!”

“Well, we’ll have to ask Mary Jane first and make sure she’s okay with it,” said Gwen.

The hug ended. “Mary Jane?”

“Oh, she’s our roomie,” said Peter. “But don’t worry, she’s cool. You two will- *Wait, that’s right, you dated*.”

Gwen gave a start. “You *what?*”

Eddie said nothing.

“Ooh, that’s gonna make things weird.” Peter cringed.

“*Eddie!* You’re three years her senior! Eww!”

“It wasn’t that big a deal.” Eddie’s hands were planted firmly in his pockets. “We went out, like, once, but it didn’t work out and we never saw each other again.”

“Right, but that was when you were stressed out over your job and losing the alien,” said Peter. “I’m sure MJ would understand if we talked to her about it.”

“Well…” Slowly, Eddie exhaled. “…it’s worth asking her.”

When Mary Jane had first started these sessions, Gwen had practically needed to drag her into the office, and MJ had remained quiet as the grave until the clock ran out. Today, though, Mary Jane had come here by herself, and fifty minutes in, she hadn’t even touched her crostata (Anna Maria found food to be the fastest way to break the ice with clients).

“...and Reilly clearly wanted me to, like, fight for her hand, but- but I just let her go.” Mary Jane was cross-legged on the couch while Anna Maria was, as always, seated in her chair with pad and paper in her hands. “Just like I let Peter go after the Fall Formal, or- or Gwen that night I taught her to play guitar.”

Unlike the room Ravencroft had given her, Anna Maria’s private office here in the heart of Manhattan wasn’t quite so drab. The wallpaper was brighter, and Anna Maria had a bit more control over the decorations, which meant lots of cat posters.

“And I don’t know why I do that to myself.” MJ cradled her head in her hands. “It’s like I don’t think I deserve to be happy. Or if I try, the relationship will inevitably devolve into screaming matches like what Mark got to experience firsthand. And so instead, I whored myself out, but then I realized I was turning into my dad, and that made me hate myself even *more*, so I can’t do *that* anymore, either.”

She shook her head. “I don’t even know what I want in the first place. I guess I just… I need you to tell me what to do, Dr. Marconi.”

“Sorry, that’s not how this works.” Anna Maria gave an apologetic smile. “I can’t tell you what to

do, Mary Jane, but I can at least lay out some options. Help you figure out what it is you really want." She glanced down at her notepad. "First off, what you're doing right now isn't wrong. In fact, you're handling things about the best you can. These romantic and sexual feelings you have for Peter and Gwen are nothing to be ashamed of." She met MJ's eyes. "But it's also a lot for them to process. I'm sure you know that. Right now, the best thing you can do is give them space and respect the decision Peter and Gwen have made. If anything ever comes of this again, it should be because *they* approached *you*."

"You're right, you're right." MJ knelt forward, her knuckles on her cheekbones. "No need to push my luck. They must already think I'm a freak…"

"You're *not*, and they *don't,*" Anna Maria said firmly. "When it comes right down to it, Mary Jane, all you really want is something most of my clients want… something your parents were never able to give you."

"Something my parents couldn't give me?" MJ repeated. "Oh god, where to even start the list…?"

It was a nice apartment. Far nicer than the trash dump Eddie had moved into after dropping out of ESU. Pretty spacious, too – or it would be if it wasn't covered in moving boxes. Apparently, the quote-unquote "Spider-Family" hadn't felt any great need to unpack.

Eddie wasn't sure why he was worrying about that, though. Wasn't like he'd actually be living here or anything. He leaned against the living room wall, arms folded. His eyes traveled to Peter and Gwen on the sofa. They'd turned in their seats to face the door. No doubt dreading this just as much as he was.

Finally, the front door creaked open, and a familiar redhead entered the living room. The sight of her still left Eddie stunned. Sixteen-year-old Mary Jane hadn't exactly been hard on the eyes, but eighteen-year-old Mary Jane had, err, developed quite a bit as a person since then. Even in her plain pink t-shirt, she was a knockout.

"Hey, guys-" For one second, she looked happy. Then she spotted guess-who.

Eddie winced, forcing a smile. "H-Hey, MJ. Long time no see."

MJ remained in the doorway.

"Sorry to surprise you like this, Mary Jane!" Gwen blurted out. "We left you a text, but we guess you didn't check your phone-"

"Eddie just woke up from a coma, and he's, like, our oldest friend," added Peter, "and he's so much better than he was before he got hospitalized. A-All that stress he was under, like, the November before last, i-i-it's gone. You wouldn't even recognize him as the same person. Weight of the world's off his shoulders."

MJ remained in the doorway.

"Mary Jane, look." Eddie bowed his head. "I know I was a creep to you, and I'm sorry. You didn't deserve that."

MJ remained in the doorway.

"Thanks," she said. "That's- That's cool of you to apologize. Glad to hear it. But I, uh, I've actually got a *thing* that Peter and Gwen promised to help me with. In my bedroom. If you wouldn't mind waiting a sec."

“Oh! Right!” Gwen sprang to her feet. “The thing. That we said we’d help with.”

“Right.” Peter joined her. “I definitely know what we’re talking about.”

“C’mon, guys,” said Mary Jane. “Let’s go… do the… thing.”

A second later, Mary Jane, Peter, and Gwen had vanished into MJ’s bedroom. There was a click of a lock.

Fan-tucking-fastic. Eddie plopped himself down on the now-vacant sofa. Why hadn’t he told Peter and Gwen the whole truth while he’d had the chance? Now *he* was gonna look like the bad guy.

A couple minutes later, the trio emerged from the bedroom, though they remained hovering by the doorway, as if Eddie might chase them back in or something.

“Eddie, bro,” Peter began, “we’re really sorry for making promises we couldn’t keep, but…”

“…we can’t let you stay here,” Gwen finished, wincing. “We’re so sorry. It just wouldn’t work out. Maybe you could stay with the Connors-?”

“So much for not turning your backs on family.” Eddie rose to his feet, hands in his pockets. “Or do I not count anymore?”

Peter stepped towards him. “Don’t be like that, man-”

“*You made out with a high school junior, Eddie!*” Ooh, looked like Gwen couldn’t resist escalating things. “And- And then you nearly got her killed in traffic! *No*, you can’t stay here.”

“G-Guys, come on.” Eddie held up his hands. “The symbiote made me do a lot of crazy things-”

“Oh, *it* made you do that?” Peter said dryly. “That’d be quite a feat, seeing as it was bonded to *me* at the time.”

Eddie’s eyes snapped towards MJ. Hers were every bit as wide as his were narrow. “*Oh*, I *hope* you didn’t make it sound like I molested you or something. You did everything short of throwing your panties at my head.”

MJ opened her mouth, but Peter stepped in front of her. “She didn’t know any better, Eddie! *You* were the adult in that situation. It was *your* job to be responsible.”

“No, Peter...” MJ’s hand was on his shoulder. “He’s right.” She met Eddie’s eyes. “What I did to you was wrong, and I’m sorry. I- I know I’m a bad person.”

“*Mary Jane…*” Peter and Gwen came to her side in unison. Peter’s arm was on MJ’s shoulder, Gwen’s hand was on MJ’s arm, and Eddie’s eyebrow was in the air.

He stayed silent. She wasn’t getting any validation from him.

“W-Well, okay, MJ,” said Gwen, stepping away from her. “But that doesn’t change the fact that what Eddie did was wrong, too, and- and he put your *life* in danger.”

“Guess you *would* empathize with that,” Eddie muttered, “seeing as I dangled you off a parade float…”

“We don’t hold the Venom thing against you, Eddie!” MJ snapped. “Don’t you get that I’m not

comfortable living with you after everything that happened between us? It's not an attack on you, it's just-"

"Oh, I get it, alright." Eddie let out a laugh. "Pete and Gwen can only room with *one* of us, and given the choice, they'd rather have the one who'll get on her knees at the drop of a hat. Can't say I blame 'em."

Gwen looked three seconds away from clawing his eyes out. "*What* did you say?" Ha, he didn't know she could *get* that vicious.

"Please, let's not beat around the bush." As he spoke, Eddie backed towards the door. "We all know what kind of girl Mary Jane is. Newsflash, Gwen, either she's screwing your boy behind your back, or, judging from that body language you three have been giving off from the moment she got here, MJ's helping herself to the whole pie."

Looked like he'd dropped a nuke on the room. The other three gawked at Eddie for a second.

Then Peter came within a foot of his face. "Hey, *bro*, you see that rectangular thing with the knob behind you? That's called a door. Why don't I show you how it *works?*"

"I think I can figure it out."

There was a slam, and the next minute, Eddie was marching down the steps of the apartment complex. *Hmph*. Like he'd honestly thought he could waltz up to Peter and Gwen and make nice-nice like nothing had happened? That was a good one.

At the bottom of the steps, Eddie halted a moment to let his pulse slow. Really, the only thing he regretted was that they never *had* told him what'd become of…

Eddie's head traveled skyward. Something was sailing over the streets in the distance, swinging from one building to the next via a trail of lines erupting from its hands. Black lines.

For a while, the apartment was filled with only the sounds of sobs and hushed assurances.

"*It's okay, Mary Jane… It's okay…*"

The three of them had found themselves seated on the couch, Gwen's arms around the girl from the front of Peter's from behind.

"He's just some asshole, MJ," Peter said into her ear. "I'm sure you've met a dozen exactly like him."

"H-He was right, though." A sniffle intercut the sobs. "Everything he said about me was right."

"That's not true," Gwen murmured. "Don't ever let yourself think that's-"

She was cut off by the tune of *The Itsy-Bitsy Spider*.

"Sorry, one sec." Peter excused himself from the hug-fest. Once he was alone in the kitchen, he brought the cell to his ear. "Hello?"

"*Peter…*" That voice. "*Agh! God, it hurts…*"

"*Flash?*" Peter nearly dropped the phone on the floor. "What happened?"

"*Peter… please… I need help.*"

“I need help, Dr. Marconi.”

Another day, another return to the drab room. Man, this place could use a cat poster.

“That’s what I’m here for, Miss Barrison.” Anna Maria gave a reassuring smile. “From what you’ve told me of your past, it’s safe to say you want what most of my clients want – a stable, loving family.”

Beneath her messy black hair, the woman’s face lit up. “You’re right!” She sat up on the couch, beaming. “That’s why I wanna marry Carny-poo and have his slimy alien babies!”

Anna Maria’s hands went to her forehead. “Okay, okay… Let’s start this over from the top.” Slowly, she recited: “Murder is bad.”

“What?” Barrison looked lost. “But Carny-poo murders people.”

“Right…”

“So how could it be bad?”

It was taking every ounce of Anna Maria’s professionalism not to groan.

Food Chain

He was just sitting there at the dining table, chomping on a bowl of Cocoa Puffs with his disgusting face like it was expected to be an everyday sight for Harry. Why was this guy even allowed to have some cheap children's food? Harry's dad had caught *him* eating some of Peter's gummy worms once, and the ensuing torrent of belittling remarks hadn't died down for a month.

Harry's eyes traveled to his own bowl. Sure, his grapefruit didn't taste like chocolate, but at least it could be eaten whilst retaining one's dignity. Kaine looked a second away from dunking his face into his meal like a ravenous animal. The creep was seated at the table's far end from Harry, the way Harry's parents used to sit. The seat to Harry's immediate right, where Pete or Reilly would sit during their visits, remained conspicuously empty. Harry wasn't sure why, but that kinda ticked him off, too.

And another thing! Kaine was still wearing his dumb "Spidercide" costume sans mask. At least when Harry's dad had run around in a costume, it'd been a cool-looking one. Didn't Kaine have any other clothes to wear? And another th-

"You gonna eat that grapefruit?" Kaine gave it a longing gaze from across the dining hall. "Cuz if not… organic webbing doesn't produce itself."

Harry muttered something under his breath, then proceeded to pile the rest of his meal into his mouth all at once.

Disfigured as Kaine's face was, it had no problem expressing disappointment. "Ah, well, food never could last long in your presence."

Harry's response was inaudible.

"Hey, c'mon, dude." Kaine rose from his hand-carved ebony chair. "Did I do something to tick you off? I mean, I know I'm not *quite* as cute as Reilly, but I'm still a clone of your best bud. I figured you'd be thrilled I get to stay here what with Oscorp halting progress on the clone barracks."

Harry's fork clattered to his plate. "Don't you have training to get to?"

"Y-Yeah." Kaine turned for the door. "Guess you're right." But before he could reach it, there came the blare of an alarm from overhead. "*But that probably takes priority!*"

Harry scarcely had time to wonder what that could be about before he and Kaine were dashing towards its source. Well, it'd be more accurate to say Kaine was dashing towards its source while Harry trailed behind. Eventually, though, the both of them arrived in the bedroom of Harry's mother.

It was an exquisite place. It had an enormous bed, an even larger TV, countless dresses drawers, and a window that spanned an entire wall. That window held a gorgeous view, though it was somewhat marred at the moment by shards of glass and a hulking, black creature.

A good dozen security guards had already arrived to point their guns at it, but a fleet of tendrils sprang from the creature's body to swat them aside. And what bullets *did* manage to hit the thing had no effect.

The creature lurched into the room on all fours, making a beeline for the bed – specifically, its occupant. Harry's mom was sitting up out of the covers. On her body was a pale green

nightgown, and on her face was a toothy grin that was becoming all too familiar to Harry. “Well, isn’t this a fun turn of events?” His mom cackled. “I don’t believe we’ve had the pleasure of an introduction.”

Harry hesitated by the doorway. Freaky as that monster was, his mom didn’t seem the least bit perturbed. That meant everything was under control. Right?

“Oh, where are our manners? Hello, our name’s Venom.” A slobbery pink tongue writhed out between the monster’s fangs. “But no need to bother introducing *yourself*, Emmy. We already know all about you.”

“Really?” said Harry’s mom. “Neat. Saves us some redundant exposition. Now what might you be doing here?”

“Well, we were kinda hoping you’d agree to put a halt to this crazy Oscorp conspiracy thingamajig of yours and confess all your crimes to S.H.I.E.L.D.”

Harry’s mom scratched her chin. “Mmm… Nah. Conspiracy thingamajigs are way too much fun.”

“Maybe we could… *persuade* you?” Venom lurched forward.

“*Mom!*” a pair of voices cried out. Venom’s gooey white eyes snapped towards their sources – two boys running towards him.

But the moment Venom caught sight of them, he aimed a fist- *Thwoosh*. -and fired a massive gob of black goo out of it.

“*Hey-!*” The next moment, Harry was pinned to the penthouse. He struggled against the slime, but it was no use. Great, just what Harry needed, a repeat of the Hobgoblin incident.

But what really bent Harry out of shape was the fate of the other boy. Kaine had sprung up to the ceiling just in time. Not a drop of goop had tarnished him.

“Sorry, Hare, but this one’s a job for the grownups.” Kaine flipped off the ceiling, slipping his mask out his costume’s hidden pocket and over his head in midair, and kicked Venom in the face before landing on all fours on the carpet. Venom was sent tumbling into a set of African Blackwood dressers, reducing them to splinters. “Now watch as I show Venom the power of a balanced breakfast!”

Thwip. Kaine fired his newly-filled organic shooters, but before they could hit their target, dozens of tiny mouths abruptly spawned across Venom’s body. The webs ended up sailing straight down two of the gullets.

“Mmm, that *was* balanced. Thanks!” Every last mouth licked its lips before dissolving away. “We hadn’t eaten today.” A second later, Venom was back on his feet and charging towards Kaine.

At the moment before collision, Kaine ducked under Venom’s legs, popping out on the other side of him to deliver a sweeping kick to his knees. But rather than hurting Venom, this merely caused his legs to dissolve into slime for a moment before reforming.

“Gotta admit, I knew you symbiotes had gotten loose, but I didn’t expect you to go after little old me.” A flurry of fists collided with the white spider-logo on Venom’s torso. “I guess *clones* of Spider-Man qualify for your vengeance, too? Lucky us.”

“Actually, we’ve joined the side of the angels.” *Thwip*. Venom fired his own organic web-shooters. But something told Harry that Kaine wasn’t about to bust out quite the same trick as

Venom to dodge them.

"*Hey-!*" As a matter of fact, Kaine didn't dodge them at all, but rather stood there like an idiot as the webs latched onto his feet. "Oh, great, you're invisible to *my* spider-sense, too. Yet another gift I've inherited from my bro- *Agh!*" A tug sent him flying smack into Venom's outstretched palm.

"So now, our side just so happens to be the opposite of *your* side, Kaine." Massive black fingers closed in on the head of Venom's victim.

"Did you just call me 'Kaine?'" But Kaine quickly wrenched himself free. "Aw, man, I'm getting seriously worried 'Spidercide' isn't sticki-" *Wham*. He hadn't been free a second before a fist sent him sailing across the room… and out the shattered window.

Venom pounced after Kaine out the penthouse. Looked like he'd gotten so caught up in the fight, he'd forgotten all about Harry's mom. Good, good. Better Kaine than her.

With the coast clear, Harry's mom rose from her bed. A phone was already pressed to her ear. "That's right, I said every reinforcement you've got. You *cannot* allow harm to come to Kaine. Do I make myself clear?" She paused, then spared Harry a glance. "Oh, and maybe send Bernard up here. See if he can't scrape my son off the wall."

Over on said wall, Harry's eyes traveled to the slime pinning his torso. He struggled once again to free his arm of it, but that only caused it to make a squelching noise, almost like the slime itself was laughing at him.

Flash's trademark laugh reverberated out Venom's throat as the two of them sailed through the air. Across from the human-alien duo, it looked like Kaine had managed to spin a web-line to keep himself from going splat on the pavement. Not a bad idea. Venom spun their own line, swinging out from the tip of the penthouse and past the skyscrapers below.

Whatever trick Kaine tried, Venom could answer it in turn. At first, Flash had thought the black costume merely made them an exact copy of Spider-Man, but the longer they wore it, the more Flash came to realize… they were an exact copy of Spider-Man BUT BIGGER.

Wham. Venom smashed into the side of a building like a wrecking ball, leaving an impressive crater. If Venom had been a tiny bit faster, *Kaine* would've been that crater. Yes, Flash was getting a bit brutal here, but come on, this Kaine guy was basically like an evil Spider-Man. So if Spider-Man was Flash's role model, that meant Kaine was, like, their anti-role model.

Venom returned to web-swinging over the street, but the moment they did, a black-and-crimson blur lunged at them. Kaine was going for a midair collision, but Flash found themselves releasing their web, and then their suit fired a new one out the back of its neck, tugging them out of harm's way.

"Are you *sure* you're an *exact* clone of Spider-Man?" Venom asked as they swung. "We're starting to think you might have a few more chromosomes than him." Ha! The symbiote was even coming up with quality quips for them, which was good because Sha Shan tended to find Flash's quippage game a bit lacking.

"Look, Eddie, I'm sure Peter's already talked your ear off about the whole 'hate is bad, the symbiote's making you evil blah blah blah' thing." If there was one advantage to being small, it was that Kaine's swinging-speed was consistently faster than Venom's. "So lemme come at ya from a different angle – Why don't you work with Oscorp? They'll make you richer than

Tombstone ever could."

"Tempting, but we're actually not Brock," Venom said as they did a backflip. "We don't want money. All we want is to be hailed among New York's greatest superheroes!"

"Well, hey, Oscorp can do get you that, too. That's actually what their scheme is ultimately about, if you'd just listen to-" *Wham*.

Venom would not listen. But they were more than happy to seize the distraction to ram Kaine in midair like tackling a football player. The both of them were knocked off their web-lines, landing on a rooftop. They tumbled for a bit before coming to a halt by a smokestack.

"And once we've removed you from his life-" Venom had ended up on top. His clawed fingers pinned Kaine's head to the tiles. "-Spider-Man will finally love us!"

Flash had this jerk now! All they had to do was deliver the finishing blow. Y-Yeah, Flash had never been in a real battle like this before, but they were… they were the good guy here. It was no big deal. Just like a Mortal Kombat fatality.

"S-So *that's* what you want." Kaine's voice was strained by Venom's fingers on his throat. "Even after everything he's done to you, you still want to rejoin with Peter, don't you?"

At this, Flash hesitated. "What are you talking about?"

"Whoever you've bonded to now is just some nobody, isn't he?" said Kaine. "Think about it, Symby. You would give anything to return to your first love, wouldn't you? And I… Well, I *am* your first love. A version of him, anyways." He chuckled to himself. "A version that also happens to be an all-you-can-eat-buffet of negative emotions."

"No. *Wait.*" Beneath all that slime, Flash's eyes were widening.

"Think how powerful we would be together." As the grip on his neck loosened, Kaine extended a hand towards Venom's face. "We could *rule* this city."

"Please, no, you can't listen to-!" Too late. It was already peeling off Flash's body… swirling towards the person pinned beneath him…

"That's right." Kaine's voice trembled with excitement. "Just a little closer, aaaaand…" The symbiote was inches from his skin. "…there."

Thwip. A web darted across the rooftop – triggering a fire alarm handle by a door to the stairs.

Brrrrrrrrrrrrrrrrrng.

"*Raaaaaaaaagh-!*" Instantly, the symbiote returned to Flash as the two of them stumbled backwards, clutching their head. There'd been an alarm at the Oscorp penthouse, too, but it hadn't been going off *three feet* from them.

But nearly as loud as the vibrations was Kaine's laughter. "You seriously fell for that *again?*" He sprang back to his feet, watching the other two squirm. "You poor, stupid, lovesick alien."

The vibrations nearly pushed the symbiote off of Flash, but it managed to hang on by a couple tendrils before reforming over him. This did, however, give Kaine a nice, good look at Flash's face.

"Oh my god, this keeps gets better." Kaine smacked a palm against his forehead. "Dude, Symby, I

am *so*, like, vicariously embarrassed for you. All the people in the world to bond with and you chose *Flash freaking Thompson?*" He shook his head. "What, do you have a thing for blondes? Guess I can relate..."

"*I'm sorry! I'm sorry!*" Flash was doing a lot more groveling than he had a minute ago. But then, a minute ago, there hadn't been so much pain going through his head. Pain Flash hadn't felt since… since the last time a symbiote crossed his path…

We feel strange again, the symbiote moaned. *The vibrations aren't just unpleasant this time. It's… It's more than that. We can't explain-*

"*Please, you can't take it away from me!*" Flash wasn't interested in explanations right this second, though. "*I need it! I need-*"

"I hope you don't expect pity from me, Eugene." Kaine knelt down, meeting Flash's wide, panicked eyes with the narrow red ones of his mask. "You lost any respect I had for you the moment you chose to bond with that monster. It's well past time for it to die, and if the guy who gave me all those lovely memories of Peter getting shoved into lockers has to die along with it, then *oh well.*"

Flash tried to run for it, but- but he couldn't move his legs anymore.

"And y'know what the best part is, Flash, old buddy, old pal?" Kaine's fists clenched. "Killing the symbiote's not enough anymore. See, it made a big mistake. It tried to kill Gwen." A laugh hit Flash's ears over the screech of the alarm. Not a bubbly, smarmy laugh like the kind the real Spider-Man made. Something colder. Something that made Flash realize all at once just how utterly *screwed* he was. "So I'd say it's earned itself a little torture, wouldn't you?"

The next sound to hit Flash's ears was a crack. A fist had made a sudden collision with his ribs. Then another fist made another collision. Then another. Normally, the symbiote shielded Flash from any harm, but this time, it was thin as water. Venom's maw had vanished, too, leaving Flash's head with only the standard black covering and white eyes, which had gone wide with agony.

Flash couldn't… couldn't let it end like this. Beneath the slime, he shut his real eyes. Thought of Sha Shan. Then he opened them.

Thwip. A black glob splashed onto the fire alarm, muffling its screech long enough for Flash to punch Kaine across the roof and then web-swing away at the highest speed he could manage.

Thwip, thwip, thwip. Ugh, why was this so much harder now? It wasn't just because Flash's ribs were killing him – He was having to fire his webs manually, summoning them out of his wrists via sheer force of will. Usually, the symbiote covered all that on its own.

Symbiote? Uh, hello? Nothing. That couldn't be good.

A couple minutes later, Flash dropped down into a shadowy alley. The moment his feet hit the cement, he collapsed onto his knees, panting. Overhead, a black and crimson figure swung right past him and continued down the street. Good, good, Flash had lost him.

Now all he had to do was transform his costume into a hoodie to hide his face, and Flash could blend in to the safety of these crowded Manhattan streets. Except the symbiote wouldn't transform into a hoodie. In fact, it wouldn't do much of anything, no matter how much Flash willed it to.

With a pang, Flash realized he still couldn't move his legs. They were dead weight trailing off his body.

Hello? Symbiote? Are you okay? Still no reply.

This couldn't be happening. Had- Had Kaine killed it? Flash had never even considered that the symbiote *could* die, but, well, it was alive just like anything else, wasn't it? So he guessed that made sense. Was he wearing its corpse now?

With one hand, Flash nursed his ribs, while with the other, he aimed a fist at the top of the alley. *Thwip*. A black line shot towards it, latching on like a grappling hook. Problem was, it didn't do the part where it reeled itself in and dragged Venom upwards. Meaning now Flash was gonna have to climb up the wall à la the Adam West Batman. Only, like, if the Adam West Batman was a cripple.

Slowly, Flash put a hand to the brick. Maybe it'd be easier to forgo the web and just try to wall-crawl with only his hands? He put a second hand to the brick, then tried to drag himself upwards with the other one.

Which promptly caused horrible, searing pain to rock his body.

"*Agh-!*" Flash smashed back down onto the pavement, cursing. This was impossible. Who had Flash been trying to fool? He was no superhero. The symbiote was the superhero. Flash was just the buff guy it'd latched onto, no different from all the girls who'd dated him at Midtown High.

Well… all but one.

It was only after he cleared his throat that Sha Shan remembered to pay the cabbie. The moment she'd tossed him his money, she dashed down the street and into an alleyway, instructed by the phone pressed to her ear.

"Flash? Is this the right place? How bad are you hurt?" The moment she entered the alley, her phone nearly clattered to the pavement. The sight within left her shivering – though that was egged on by the fact that she'd come here in the shorts and t-shirt she'd slept in.

"Please don't freak out." There he was, huddled by a dumpster. Sha Shan could see his head just fine, but the rest of him almost blended into the shadows of the fire escape above. All except that white spider-emblem on his chest.

"What are you-? Why are you wearing that?" If Flash had gotten attacked after parading around in a Spider-Man costume again, she swore to god...

"*Don't freak out. I'm serious.*" Flash bowed his head. "I- I don't know what to do, Sha Shan. I'm not smart like you. I really screwed things up."

"Screwed things up?" Sha Shan repeated, dazed. "Screwed things up how?"

"Just… look." He aimed a fist at the ground. *Thwip*. A black rope darted from it, splattering into a puddle of goop.

"Did you just *spin a web?*" Sha Shan took a tentative step forward. "I don't understand. You're the black Spider-Man? The one who fought the Sinister Six that one time? But he was-" -skinny. Whereas up close, she could see that Flash here had the proportions of a Rob Liefeld drawing, making his exposed head look almost comically tiny.

He didn't look like the black Spider-Man. He looked more like… "You're Venom."

A moment's silence. "Yeah. Yeah, I kind of am now."

Suddenly, Sha Shan wasn't so eager to get near him. "*You attacked our school.*"

"No, Sha Shan, listen, Venom is an alien, and he turns into a costume that gives people superpowers-"

Sha Shan could not begin to express how little she cared about the details right now. A second later, she was facing the opposite direction, and her phone was again up to her ear.

"*Nine-One-One, what's your-?*"

"My boyfriend is a supervillain!"

"Sha Shan, wait!" Flash's voice was already growing fainter from that alleyway.

"*Are you with your boyfriend now, ma'am?*"

"I'm running away from him!"

"*Do you know which villain he is? What are his powers?*"

"Yes, he's V-" *Smash*. A tendril erupted out her phone's screen, turning it into a shish kebab. Before Sha Shan had time to scream again, the thing was around her leg, dragging her back to the alley.

"*wE toLd yOU NOT to fREAk OuT.*" Flash's head was gone, and- and in its place was a gaping maw… a writhing, serpentine tongue… "*WE TruSTed YoU. We LOVeD yOu. AnD THIS is hOw yOu rEPAy usss?*"

Sha Shan's lungs burned. Her nails dug into the pavement, but it did nothing to prevent the creature from dragging her towards it. Its throat went wider than any muscle could possibly stretch. She could see the walls of pink slime lining its insides in a failed imitation of flesh and gums and uvula. Could see the green that oozed from it, flecks of which were landing on her face. And the noise the creature made was unlike any sound Sha Shan had heard in her life, except maybe the time she'd accidentally left her headphones at a hundred before playing a video of a baby shrieking. Actually, come to think of it, Sha Shan wasn't sure which of the two of them was making that noise.

But then as suddenly as it'd lunged at her, the creature drew back. Its face dissolved into goo and trailed away, revealing Flash's own face underneath. His petrified, slack-jawed face. "I didn't mean to do that." He stepped towards her, releasing his tendril from her shoe. "I'd never hurt you, Sha Shan! I love y-"

"*Stay the hell away from me!*" The instant her foot was free, she was out of there. Sha Shan wasn't the least bit tempted to look back.

On the upside, Flash could move his legs again. Yeah. Big consolation.

Thwip, thwip, thwip. He was web-swinging so haphazardly, he almost smashed into a lamp post, but Flash hardly noticed. Just like he hardly noticed how bad his chest was stinging. The symbiote was waking back up. It had to be. And Flash had to reach his destination before that happened, *no matter what.*

After Sha Shan had run away screaming, the first thing Flash had done had been to try and rip the

suit off, but it'd been stuck tight. Flash could never remove it on his own. He didn't have super spider-strength. But what he did have was a dim memory the symbiote had given him of the location of a certain apartment complex. If he was remembering right, it was in walking distance of Empire State.

Finally, Flash touched down on the roof. Here was hoping it was the correct one. He couldn't just barge into Parker's place in broad daylight, though. They'd antagonized Parker enough already – both Flash *and* Venom. With a bit of mental straining, Flash willed his phone to emerge from the black goop around his waist.

"*Hello?*"

"Peter… *Agh!* God, it hurts…" Even talking was enough to make Flash's ribs scream in protest now.

"*Flash?*" Now that it'd been pointed out to Flash, Peter's voice did sound remarkably similar to Spider-Man's. Maybe not quite as smarmy. "*What happened?*"

"Peter… please… I need help." Flash took a breath. "You were right. The symbiote's gotta go."

Sometimes Spider-Man thought he ought to rename "spider-sense" to "spider-false sense of security." And as a result of that, dealing with a creature immune to said sense made Spider-Man cartoonishly paranoid. He touched down on the apartment complex's roof, making sure to keep a few feet of distance between him and the black figure across from him.

"Flash?" Spidey had been worried he'd find Venom in his hulking, black, toothy form, or worse, that he'd find no one here because it'd all been a trick to lure him away from the girls. But what Spider-Man really found was Flash keeled over by a smokestack, clutching his side. The symbiote had shrunken down into the more compact shape of the black-suit Spider-Man, though Flash lacked the mask part at the moment. His hair, usually groomed into a perfect curl, had become wild and sticky with sweat. Spider-Man almost didn't recognize him at first. It looked like years of his life had been leeched away.

"Spider-Man? *Whoa*." But despite everything, Flash still sounded giddy as a schoolgirl at the Web-Head's approach. "I-I can't believe you're really-"

"We can play catch-up later," cut in Spidey, crouching down to glare at him. "Right now, we need to get you an alien detox before it wakes back up."

"Right, right." Flash hurriedly pulled himself to his feet, though his black legs wobbled a bit. "So we're going to the same place you went to before?"

Spider-Man nodded. "Do you know the way?"

"I-I think so. I've got a lot of your memories and stuff."

"Then what are we waiting for?" Spider-Man fired a web, and Flash followed suit.

Next thing they knew, the two of them were swinging past buildings together. Flash's cries sounded halfway between pained and delighted. Just like when Liz became Firestar, Peter couldn't help but find it surreal that his old classmate here had suddenly gained superpowers, though he supposed Flash felt the same exact way about him.

"Oh my god, this is so cool!" said a voice in Peter's ear.

"Huh-? Whuh-?" He nearly dropped himself mid-swing before he remembered – They'd made sure to set up Eddie's camera and radio in the mask before Peter left. Gwen had been more than a little gung ho about that idea ever since Eddie suggested it, and Peter had been pretty enthused himself. Because, y'know, it gave his girlfriend a greater involvement in his life. The fact that it doubled as a means for Peter to keep an eye on Gwen while he was out Spider-Manning was merely a bonus.

"*If there was a video game where you did nothing but web-swing, I'd play it for hours,*" said a second, fainter voice – Mary Jane's. Spidey could only imagine she was hovering over Gwen's shoulder to gawk at the laptop screen back home. "*I mean, like, an actual physics-based one, though, where the webs latch onto buildings correctly and stuff. Otherwise it'd be dumb.*"

"I take it Eddie's camera is working?" Spider-Man said as he came down from one arc and up into the next. Nice to see that camera had lifted MJ's spirits, evidently.

"Oh, you can hear us?" The moment she was aware of this, Gwen sounded all jumpy and self-conscious the way she had when she and Peter had first talked on Skype. "W-We'll try not to distract you too much. I know I'm supposed to be the girl at the computer here, but I doubt I'll be much help beyond googling things on the fly for you."

"Could be worse," said Spider-Man. "At least you didn't have to get put in a wheelchair first…"

"Ohhh, this is just another part of your efforts to be more Batman-like, isn't it?"

"Hey, totally unrelated subject, have you ever thought about dying your hair red?"

"Don't make me come through this computer to smack you."

"*If you go red, I'm going blonde,*" came MJ's voice again. "*Just to screw with him.*"

"Ooh, speaking of Batman, y'know what you need, Gwen?" spoke up Spidey. "A codename! So that, y'know, no one hears me call you 'Gwen.'"

"Oh, um, I-" She sounded more self-conscious than ever. "I never really thought about one before."

"*She's already got the best nickname ever. Just call her 'Tigress.'*"

"Thanks, but I don't think I'm sultry enough to pull that off."

"How about 'Web?'" said Gwen. "Get it? Because, like, I'm using the internet…?" She cleared her throat. "I'm bad at this."

"Nah, that makes me think of telepathic old ladies. Oh, I've got it!" Between releasing one web-line and grabbing another, Spider-Man snapped his fingers. "I'll call you 'Spider-Cutie!'"

He could feel the heat emanating out his radio. "Don't you friggin' dare-"

"*You can't say it's not apt,*" said a singsong voice.

"That's two votes for Spider-Cutie!" said Spider-Man.

"...You can't tell, but I'm giving you The Look right now."

"Anger only makes you cuter. You're like an adorable version of the Hulk."

"Are you seriously trying to flirt with me by comparing me to the-?"

“Hold that thought, Spider-Cutie.” Just then, Spidey touched down on the wall of an all-too-familiar building. “We made it to the church.”

Flash landed on the wall beside Spider-Man to gape at him. “Did you just say ‘Spider-Cutie?’”

“*Phht. What?* You’re hearing things. The- The wind at this altitude is...” As the two of them crawled into the bell tower, Spider-Man muttered, “*Okay, ‘Web’ wasn’t SUCH a bad codename...*”

“S’cuse us, s’cuse us, superheroes comin’ through.”

One of the many, many perks to dating the Human Torch was the ability to cut in line. Now, for instance, a massive crowd had formed outside New York Hospital. Every citizen with the sniffles was lining up to await a blast of healing powers, but they darted out of the way at the Torch’s approach. His fame really did proceed him.

Also it helped he was on fire at the moment.

Scarlet Spider followed after her boyfriend, and following after *her* was none other than Mister Fantastic – though he had the advantage of stretching over the crowd, managing to walk past them in two strides. The other half of the Fantastic Four was otherwise occupied, so hopefully Scarlet wouldn’t need to turn invisible or clobber anything.

Johnny flamed off just in time to avoid setting off the hospital’s sprinklers, and then he, Scarlet, and Mister Fantastic hurried down the halls. The other two had opted to wear their costumes, and so Reilly had thrown hers on, too, out of peer pressure. Besides, she’d put her secret ID in enough jeopardy with that Statue of Liberty incident.

“Thank you for calling this issue to my attention, Reilly,” Mister Fantastic said as his rubbery body snaked ahead of them. “I’ve been so focused on locating the escaped symbiotes, I haven’t been keeping a close eye on the news.”

Scarlet Spider had thought they’d find the bedridden Mister Positive, y’know, ridden in his bed, but they ended up bumping into him in the hall outside his room.

“Oh, if it isn’t my fellow heroes!” Mister Positive’s teeth glowed even brighter than the rest of him. He was every bit as white as the last time Reilly had seen him, but had he always been this, err, luminescent? Even his hospital gown had turned pure white – His powers must’ve somehow bleached it. “It’s an honor, Mister Fantastic. Now if you’ll excuse me, there’s a girl in rather poor condition in the ER, and I was hoping that I could-”

“That’s, err, actually what we needed to talk to you about, Mr. Li.” Before Mister Positive could push past him, Mister Fantastic stretched himself into a square to block off the hallway. “Listen, your efforts to heal so many people are commendable.” His head and neck protruded from the center of the sky blue square. What must that’ve done to his spine? Whatever the answer was, it made Scarlet *real* glad she didn’t have x-ray vision. Or a weak stomach.

“W-Why thank you. Now if you’ll excuse me-” Mister Positive made another fruitless attempt to push past the fleshy barricade.

“But the thing is, Mr. Li,” spoke up Scarlet Spider, “even if you’re doing it to help people, tampering with forces you don’t understand can have, y’know, unforeseen consequences.”

“Yeah, and I’ve set enough friends on fire to know superpowers can be harder to control than

you'd think," added Johnny.

"So we were hoping that before you resumed your efforts to heal the sick," said Mister Fantastic, giving an apologetic smile, "you'd accompany us back to the Baxter Building so I could study you."

"That would no doubt prove interesting-" Mister Positive's attempts hadn't ceased. "-but I'm afraid the dying child in the ER takes priority."

"Yes, but you're in a *hospital* in the heart of Manhattan, Mr. Li," said Mister Fantastic with enough force to make his head wobble. "There are always going to be people in the ER, but you can't just disrupt the procedures of the staff here by blasting patients with unknown energies. Frankly, I need to study every last person you've healed, as well, and at this point, rounding them up is going to be a pain. Believe me, I've tried to study the forces of the Negative Zone for months before, and they've proven wildly unpredicta-"

"*Months?*" Mister Positive's white eyes had gone big and round like a pair of smoothed-out golf balls. "You want to take me away for *months?* But think of all the people I could heal in that time! It hasn't even been a day yet, and-"

"That's exactly right, Mr. Li, it hasn't even been a full twenty-four hours since your powers first manifested! Who knows what side effects they could have?"

"How do you know you're not giving everyone in this hospital cancer?" spoke up Johnny. "I read about that in *Watchmen* once."

"Yeah," said Scarlet, "but that comic is *so* unrealistic. I mean, it got superheroes *way* wrong."

"What is *with* you people?" Mister Positive suddenly snapped. "I thought you were supposed to be *all about* saving lives?"

"I'm about bettering mankind through a *thorough understanding* of science!" snapped Mister Fantastic. "Now, I'm sorry, Mr. Li, but I've spoken to S.H.I.E.L.D., and they're quite concerned about your abilities as well. You can either cooperate and be studied in the Baxter Building, or you can continue disrupting the hospital staff, and then you'll be studied from within a S.H.I.E.L.D. holding facility-"

"*Disrupting?* The staff here *loves* me!" There was a sudden flash – The overhead light had exploded.

"Look! Look at that!" Johnny emphatically pointed at the shards of glass on the floor. "You can explode lightbulbs or something! That's exactly the kind of thing we're-"

"There's a *child dying* while you people are standing here *navel-gazing!*"

"Okay, okay!" Scarlet Spider held out her hands. "Let's all calm down before things esca-"

"Mr. Li?" Just then, a nurse poked her head in from the opposite end of the hall. "I'm sorry, but… but it's too late. We lost her."

The silence was deafening.

Slowly, Mister Positive returned his head from the nurse to the trio of superheroes before him. He spoke through gritted teeth. "*Look. What. You. Allowed. To happen.*"

"But- But-" Even the smartest man on the planet was at a loss for words.

“Uh, Mr. Li…?” Scarlet Spider pointed a trembling hand to Mister Positive’s own. “You, uh, you got something on your...”

He looked down at his outstretched fingers. The tips had gone jet black, bleeding up into his marble white hands like ink through water.

It was lucky this church was so close to ESU. Almost as lucky as the fact that Flash had happened to have Peter’s number in his phone contacts due to Peter’s brief stint on the Midtown Mustangs.

The two of them climbed into the tower’s main deck, then walked up to the massive copper bell in its center. The thing still had a couple dents in the shape of Spider-Man’s fists.

But as they neared the bell, Flash hesitated, as if he could already feel the waves of pain emanating off the thing. “H-Hey, Spider-M- Park- *No*. Peter.” Deep breath. “Thanks for everything. I mean, when I found out I was Venom, the first thing I did was punch you and run away like a jerk, but… you still came the minute I called.”

Spider-Man cocked his head. He made a soft, earnest laugh. “Don’t mention it. You always *have* been a guy who can see when his friends are trying to help...”

The faintest of smiles formed on Flash’s lips. “Heh. Yeah.”

With that, Spidey raised a cautious fist to the bell. “Symby’s about to be in for a rude awakening. It might put up a bit of a fight. You have to be ready to battle it physically *and* mentally. And, err...” He glanced away. “...it might put you in a coma like it did Eddie.”

Flash fought to stay stoic. “Anything’s better than letting it turn me into a monster.”

“Y-Yeah, but there’s actually this new superhero called Mister Positive who has healing powers. He woke up Eddie, and I’m sure he could do the same to you.” Spider-Man paused, then added, “Heck, maybe he could even regrow your legs. The dude’s pretty awesome from what I hear.”

The three superheroes stood there, stunned, as they watched the black void swirl up Mister Positive’s arms and into his shoulders. He’d become a living yin-yang symbol – which, despite the speed at which her heart was racing, Scarlet couldn’t help but find fitting.

“*All I wanted was to help people.*” His trembling voice was distorted like he was underwater. “*To help the world. But the world… the world is so sick and corrupt that it rejected my gift.*” The blackness had crept up to his neck by now. “*All because you people think there could be some kind of UNINTENDED CONSEQUENCES?*”

His voice reverberated across the hall, smashing countless more overhead lights in its wake.

“Okay.” Johnny lurched forward. “It might be time to shoot fire at him-”

“No!” Scarlet blocked him with her arm. “It’s not his fault – His powers are doing something to his head. You can’t hurt him!”

“That’s a noble sentiment, Scarlet Spider,” Mister Fantastic said as he hurriedly returned to his normal shape, “but not one Mr. Li shares, I fear.”

Across from them, the nurse had stumbled back and was now cowering as a dark man loomed over her. Li’s white had flipped to black everywhere except his hair and his hospital gown. It looked like someone had used MS Paint’s “invert colors” tool on him.

“Mister Positive?” the poor lady squeaked. “What are you doing?”

“*Mister Positive?*” A crazed laugh shook the walls. “*I’m not sure that name’s very fitting anymore.*”

Benefit of hindsight, Scarlet Spider probably should’ve seen this coming.

“You ready?” Spider-Man raised a fist to the bell, but when he saw the look on Flash’s face, he hesitated.

Flash gave a slow nod. “Whatever you do, you gotta make sure you get this thing off me. And...” He faltered. “...make sure it can never hurt anyone again.” There was a pause. “And- And Peter?”

“Yeah?”

“If I don’t wake up from this… I’m sorry for being a such jerk to you all these years.” Flash’s eyes clamped shut. “You’ve been a real bro.”

“So have you,” Spider-Man said softly. “A *real* bro.”

Eddie would’ve lost his targets if he hadn’t run that red light. The moment he’d seen those two figures swing away together, Eddie had dived onto his motorcycle in the apartment complex’s parking lot, not even bothering to throw on his helmet.

Luckily, the spiders’ destination wasn’t far from ESU. It was a place Eddie remembered. Not from his own memories, but from the symbiote’s. And from Peter’s. Most of the memories that weren’t his own had faded from Eddie’s mind by now, but some were sharp as ever. Particularly the painful ones.

The bike screeched to a halt. It’d ended up cutting horizontally through two separate parking spaces, but that was the last thing on Eddie’s mind right now. The engine was still running as he sprinted into the church.

If asked, he wouldn’t have been able to explain why he was doing this. At most, he’d have stammered something like the words currently being muttered under his breath: “It has to be here. It has to.”

However painful Flash had expected this to be, it was infinitely more so. The symbiote tugged at every bruise, every bone. Each tendril was a hook in his flesh. Flash screamed. The creature screamed louder. And loudest of all were the pangs of the bell as Spider-Man struck it over and over again.

Flash! Flash! The symbiote had still been unconscious by the time Flash and Spider-Man entered this tower, but the torrent of vibrations had given it a heck of a wake-up call. *Please, you don’t have to do this! Don’t you see Peter is tricking you into hurting me just as HE once d-? Aaaaagh!*

The next wave of vibrations left it reeling. *We’re sorry. We shouldn’t have turned you against Sha Shan. We admit it, we were jealous of her! But- But it’s not too late to fix things. If we apologize to her, we’re sure such a smart girl would understand-*

Another wave. *Graaaagh! Stop it! We felt queasy enough before! Ohhhh, we’re going to be sick… What if we’re pregnant again? You wouldn’t hurt a pregnant mother, would you?*

The words barely registered in Flash's head. He put up no struggle, going limp as Spider-Man ripped more and more goo from his flesh.

"Almost..." Spider-Man tugged at the white spider-logo, ripping it to pieces. "...done..." He tossed the next couple chunks of black costume into a web-sack by his feet. The sack's stickiness trapped the weakened symbiote tight.

The only piece left was the mask. It'd clamped down on Flash's head, almost suffocating him. *Don't do this to us, Flash! We… I… I love you. I'm not trying to trick you. I swear I mean it. I was only bonding with you to win back Peter's heart at first, but… don't you see that I used to be a bully, too? I don't want Peter anymore. I never should've tried to leave you for Kaine. I want to change, Flash. Like you did.* In a softer, more somber mental voice, it added, *I need you.*

Everything in Flash's sight was black. *Maybe you're right, Symby. Maybe you do want to change. But…* Out of pure instinct, he opened his mouth, breathing through the symbiote's body one last time. ...*you never will. I see that now.* With one last displeased shriek, the mask was torn from Flash's reddened, panting head.

Spider-Man plopped the final piece into the sack before webbing it shut. "Gotcha!"

With that done, Flash finally let himself collapse. He couldn't exactly pull himself back to his feet, after all. He sat there a moment on the tower's wooden floor, chest heaving. He still had on the same shirt he'd worn the day after graduation. It smelled real strong by now.

"I-I didn't go into a coma," Flash breathed. "At least, I don't think I did..."

"Cool, cool." Spider-Man set the sack down so he could rest his hands on his knees. "Let's never do this again."

For the next few minutes, the two of them sat around waiting for their pulses to slow.

"What now?" asked Flash.

"Easy." Spider-Man held the web-sack back up. "We take the Smooze here back to the Baxter Building. And then we pester Mister Fantastic about Doombot-proofing his terrariums."

But as if in response to these words, the sack gave a sudden lurch.

"*Hey-!*" Like an over-inflated balloon, the sack burst, and a geyser of black slime erupted from it. Spider-Man tried to grab the stuff, but it seeped through his fingers, darting straight for the railing in the room's center. Instantly, Spider-Man pounced onto the bell, ringing it once again, but the soundwaves never hit the symbiote. It'd opted to drop down the tower's shaft, plummeting into the church below.

"No fair! I didn't know it could break out of my-! The symbiote must really be desperate." Spider-Man spared Flash a glance. "Don't go anywhere." And with that, he vaulted over the railing to dive down after it.

Flash scowled at the empty air Spider-Man had occupied a second ago. "Yeah, good thing you said that, cuz I was just about to run off."

Looked like there was no one here, seeing as it was the middle of the morning on a Wednesday. But the church couldn't be *completely* empty. It couldn't be. Eddie ran down the rows of barren pews. For a moment, his eyes fell on a crucifix hanging on the far wall. *Please, let it be here.*

Once he reached the baptismal font, Eddie halted. What now?

But he wasn't halted for long. A minute later, something oozed out from beneath the door to the side of the podium. Something dark. Something wonderful.

The once-silent walls were marred with the echoes of laughter. "Yes. *Yes*." Eddie spared the crucifix one last glance. All those years in Catholic school had finally payed off.

At the sound of his voice, the slime slithered into Eddie's outstretched arms. Instantly, the horrors of the world vanished around them, leaving Eddie in the void of crimson he'd come to long for.

"*Eddie?*" And standing before him in the void was… it. "*How did you find us? We- We thought-*" It was beautiful. It was perfect. It was *his*.

"Shh. It's alright, my love." Eddie's arms were around the shapeless black mass. "It's alright. We're here now. And we will never, *ever* leave you again. Can you forgive us?"

It rested what passed for its head on his shoulder. "*You want us? You still want us?*"

Eddie met its deep, white eyes. He'd missed those eyes. "Always."

Now its damp, dripping arms were around him, as well. "*Eddie… We tried to change, but...*"

Eddie's forehead touched its own. "So did I. And I think we've both learned how well *that* turns out." He chuckled, then added softly, "They will *never* forgive us for being who we are. No one can love us. No one but each other."

Eddie continued to lean forward, closing the gap between their faces. But before he could complete the circuit, the symbiote's head darted back. "*But Eddie, we don't want to hurt Peter anymore. All that ever brought us was-*"

"*Shh*." Eddie touched his fingers to the smoothed-over region where a mouth would normally be. "You've let him confuse you, love. Whatever lies Pete and his friends have fed you, don't focus on them. Focus on me. Focus on my voice." The circuit was completed. "Focus on my hate."

"Oh. *Oh*, I can feel it." A mixture of slime and moans swirled around him. "*Flash's* hate was nothing like… *Mmm*." It was covering his body. Crawling up his chest. Consuming him.

Their eyes opened. They looked down at their hands, which were massive and black and clawed. And then they spotted the door at the side of the podium, which was now wide open.

Spider-Man stood at the bottom of the staircase, recoiling. They could only imagine the utter horror hiding under that mask.

"Bro," came a trembling voice, "we said never again."

"What can we say? It's a vicious cycle." The rest of their face crept up over their neck, hiding the head of Eddie Brock from sight. Venom tasted the air with their tongue. "Emphasis on vicious."

Coevolution

Once was an accident. Twice was a coincidence. Th- Wait, what was this, Eddie's fourth time bonding with the symbiote? Spider-Man didn't even *know* what the fourth time was supposed to be.

The Web-Head walked backwards up the stairs, gawking at the sight before him. Across from him, Venom cackled with joy at the reunion of the two lovers. How heartwarming. He and Spidey seemed to be in a standoff of sorts, but any second now, this church would become a war zone.

A pair of feminine cries hit Peter's ears. Right, right, the radio. "Uh… I don't suppose you girls see anything that can make vibrations?" He skimmed the room for the benefit of their live feed.

"*Set him on fire! Set him on fire!*" came MJ's frantic voice.

"Use the bell again!" Gwen, meanwhile, sounded surprisingly focused. "You have to lure him back."

"Not if it puts Flash in danger-"

Mid-sentence, Spider-Man was forced to dodge an airborne pew. He tumbled forward into the church's nave, ducking past pews almost as fast as Venom could uproot them.

"See, this is what happens when you don't attend every Sunday!" Web-bullets blasted out Venom's fists with the force of a Gatling gun, reducing everything in their path to rubble.

"Oh, I wouldn't worry about *my* immortal soul if I was you." Spider-Man pounced to the ceiling to dodge, then pounced to the floor to dodge, then pounced to the wall to dodge, but no matter what he did, those bullets were never far behind. "I think you just smashed a statue of the Virgin Mary there."

"*How are you making jokes right now? That thing's about to kill you-!*"

"MJ, MJ, it's alright, Peter can handle it-"

Right, Spider-Man had forgot, MJ hadn't been involved in quite as many supervillain battles as the rest of them. She wasn't jaded yet.

Wham. Spider-Man narrowly ducked a tendril, then darted away from the rain of stained glass it sent down on him. This was hopeless. Gwen was right, the bell tower was the way to go. Spider-Man sprinted for the door by the podium, dive-bombing it off its hinges.

"Where you going, Pete?" Venom called after him. "Don't you know it's rude to leave in the middle of service?" He started after Spidey, but not before snatching a stray communion cup off the podium and bringing it to his slobbery jaws with a tendril. "Mmm, grape."

Spider-Man wall-crawled faster than he'd ever wall-crawled before in his life, but it wasn't enough. He wasn't halfway up the tower when something snagged his back. "Agh-!"

"*Peter!*" cried his radio pen pals.

A black tentacle yanked Spider-Man back down to ground level, but to his surprise, Venom wasn't there waiting for him. Instead, the big lug was wall-crawling himself. What? But why would he want to get near the bell?

“Flash!” Spider-Man sprinted up the wall using only his feet – the considerably harder and more dangerous method of wall traversal. He’d have fallen back down if he hadn’t shot a sudden web up into the bell to tug himself upwards. It should’ve filled the tower with noise, but it looked like Venom had had the foresight to yank out the pendulum, rendering the bell a worthless hunk of metal.

By the time Spider-Man reached the tower’s top floor, Flash was already in Venom’s grasp, his screams muffled by a slime-gag. Venom turned to grin at Spidey as he dangled Flash out the window by a stub.

“Gee, Thompson, that’s an awfully long way down.” Venom’s white eyes traveled to the ground below. “Too bad you’re not, like, bonded to an alien symbiote or anything, or you’d survive that fall.” He released his grip.

“*No!*” The word was screamed by both Spider-Man and the voices in his ear. He wasted no time diving after Flash. Spidey even did the thing where he held his arms to his side to be more aerodynamic. He managed to catch Flash a good three feet from the ground and spin a web to the side of the church, transforming the fall into the arch of a swing.

There were three simultaneous sighs of relief from Spider-Man and his ear-radio.

“G-Good thing I fall slower than you.” The moment his gag was ripped off, Flash gave an anxious laugh. “Must be those extra limbs weighing you down.”

On the other side of the laptop screen, Gwen and MJ had flopped over face-up on Gwen’s bed, chests heaving.

“Y’know how drone pilots can get PTSD?” said a breathless Gwen. “Yeah...”

“Maybe this wasn’t such a cool idea after all.” Across from Gwen, Mary Jane cradled her own head in her hands.

“But- But it’s better than waiting in suspense every time Peter’s out fighting bad guys, right?” Gwen sat back up, straightening her glasses. “At least we can kind of help him this way.”

“Yeah.” But Mary Jane, rather than sitting up, opted to roll onto her shoulder, facing away from the other girl. “Just didn’t realize he’d have to fight one of those bad guys because of *me*...”

“Mary Jane...” Immediately, a hand was on MJ’s shoulder. “It’s not-”

“Not my fault?” snapped MJ, spinning to meet her eyes. “You’re saying Eddie’s symbiote addiction coming back with a vengeance has *nothing to do* with me butting heads with him a few minutes beforehand?”

“Fine, I guess it *is* your fault.” Gwen folded her arms. “The same way Harry relapsing on the Green after I dumped him is *my* fault.”

“*But that wasn’t.*” Next thing she knew, MJ was sitting up on the mattress. Those words had flown out her mouth entirely on their own.

“It *wasn’t?*” said Gwen with a hint of a smirk. “Well, then, by that logic, I guess this Venom thing’s not *your* fault, either.”

“You’re right, you’re right.” MJ took a breath. “I just hate that I- *God*.” She brought her hands to her forehead. “You and Peter *just* got your oldest friend back, and then he got taken away from

you *again* because of some stupid thing I did back when I was still Wild Party Girl MJ."

Gwen's hand hadn't left her shoulder. "No, what you did was prove Eddie wasn't a friend worth keeping in the first place. The sooner Peter and I learned that, the better."

There was a sharp intake of breath. "Look, girlfr- *Gwen*. You're trying to spare my feelings. I get that." MJ's eyes traveled to the perfectly-folded blanket they were sitting on. "But my feelings don't *need* to be spared. What Eddie said to me wasn't wrong. Before I met you and Peter, I had a bad case of the daddy issues, and I learned to deal with it by partying and throwing myself onto random people, and statistics dictated that sooner or later, one of those random people would turn out to be a creep." In an undertone, she added, "More than one, really..."

Mary Jane gave a start – Now there were *two* hands on her shoulders. "Well, if it makes you feel any better, you weren't the only one blinded to Eddie's-"

But before Gwen could finish, a voice suddenly cried from the laptop, "Gwen! MJ! Venom tossed Flash overboard so he could run for it. I can't find him anywhere!"

"*What?*"

"*But-*"

Both girls gave a start.

"He has my memories!" Peter's voice wasn't growing any calmer. "He knows where we live, and this church is *five minutes* from there. Get out! Call the X-Men! Call the Avengers! Call the president! *Just get out of there.*"

Mary Jane didn't even bother putting on her shoes before they were out the door.

Spider-Man nearly shoved Flash through the cab's windshield. The moment the duo of Spider-Man and Legless-Lad landed on the car hood, the vehicle screeched to a halt, allowing Spidey to hop down, open the door, and plop Flash into a seat.

"*A supervillain's trying to kill this guy please drive him far away from here sorry we can't pay the fare kay thanks bye.*"

With Flash in relative safety, Spider-Man could focus on taking the most linear possible web-swinging route back to the apartment. There was still time. There was still time.

"Gwen?" he said into his earpiece. "Tell me where you two are and I'll come pick you up-"

"*This is Gwen's secretary speaking,*" said a voice that froze Peter's blood. "*Leave a message and we'll make sure it gets back to her. Or what's left of her, anyways.*"

"*If you so much as scratch her, I swear to god I will make you pay!*"

The moment Spider-Man reached the complex a couple minutes later, it became apparent where Venom and the girls had gone off to – the roof. Venom stood at the far edge, and in his outstretched hands was a pair of squirming girls bound and gagged with black webbing.

"You don't want to do this, Eddie!" Spider-Man called out as he landed across from the beast, but it was no use. Venom was well past the point of being reasoned with.

"Pete, you horndog, you." Venom shook his head as he gave each girl a wiggle. "We'd always

known you'd be popular with the chicks when you got bigger, but we'd never guessed you'd be *this* popular. Talk about having your cake and eating it, too!" He gave a disapproving click of his tongue. "But take it from us, committed monogamous relationships are the way to go. Threesomes are bound to cause jealousy. Case in point..."

Venom's gooey black arms stretched out Mister Fantastic-style. Gwen and Mary Jane could only flail and scream against their gooey restraints as they found themselves dangled off each side of the building, MJ to Spider-Man's left and Gwen to his right. He was an equal distance from both of them.

"...let's show these girls who you love the most!"

Great, Spidey should've known the sadistic choice was coming. Every superhero had to do it sometime. Spider-Man dived before Venom had actually dropped the girls. This was gonna sound bad, but… he didn't even have to think about it.

It wasn't until Gwen had been safely snatched up in Spider-Man's arm that he fired a web back towards the building. He and Gwen looped around the complex at a dizzying speed. Then, right before smacking into the wall, Spider-Man released the web, sending him and Gwen sailing through midair.

Spider-Man was five feet from Mary Jane's head. MJ's head was three feet from the pavement. Spider-Man was two and a half feet from MJ's head. MJ's head was one foot from the pavement. Half a foot. A quarter-

Swoosh. At the last second, MJ was snatched away by a swarm of tendrils, causing Spidey to smash into the empty ground.

He raised his head to discover Venom sprinting across the parking lot on all fours. Tentacles writhed out Venom's back Doc Ock-style as he carried a struggling MJ in tow. Spidey would've loved to dart after them, but first he had to set Gwen down on the sidewalk.

The moment her mouth was free, Gwen yelled, "You chose *me?* Mary Jane would've *died* if Venom hadn't- hadn't-! How was I supposed to live with myself if-?"

"If I'd picked her, she'd be saying the exact same thing about you right now," Spider-Man said as he ripped the binding off Gwen's torso.

Gwen didn't have time to open her mouth again before Spider-Man sprinted off after Venom.

Mary Jane should've felt horrified right now. She should've been screaming loud enough to be heard through the disgusting black gag over her mouth. Should've at least been punching and kicking Venom every chance she got. But then, MJ supposed horror was one of those emotions you only felt when you thought the world was treating you unfairly.

She wasn't too cognizant of their surrounding right now, but MJ was at least aware that they'd reached the parking lot of a church. With a sudden stagger, she found herself planted on some kind of seat, the tendrils holding her in place, while Venom took the seat in front of her.

As he sat down, the symbiote morphed around Eddie, shrinking into the more compact shape of a black race suit with white stripes, though the tentacles remained to prevent MJ's escape. The outfit was complemented by a black motorcyle helmet that, thanks to the white eyes and teeth lining it, looked like Venom had paused halfway through eating Eddie's head.

Oh. Mary Jane was starting to piece together what exactly she and Eddie were sitting on…

“Like stepping in a time machine, isn’t it?” Eddie revved the engine. “And so long as we’re having a throwback… you never *did* get to hear how that story ended.”

The cabbie was giving Flash a funny look from the rearview window. “What was that Spider-Man said about the fare?”

“Dude, a supervillain is chasing me *and I don’t have any legs.*”

“Point taken.” The cabbie hit the gas without further protest.

In the backseat, Flash checked his screen. Ugh, still nothing from Sha Shan! Why wasn’t she answering her-?

Oh. Right.

Of the many moves in Spider-Man’s arsenal, few were as useful as the web-zip. In short, this was a technique where he shot a web at a nearby building, but instead of swinging off it, he yanked the web towards himself, using its elastic properties to launch himself forward, making it considerably faster than standard web-swinging. Total honesty here, the only reason Spider-Man didn’t spam his web-zip all the time was because it looked really, really stupid.

But then again, looking stupid had never stopped him before.

Zip, zip, zip, zip, zip. Spider-Man hurtled through the air above Bleecker Street in hot pursuit of a jet black motorcycle. The bike sped past honking cars and screaming pedestrians, even cutting through the sidewalk a moment as it rounded a corner.

One poor car came inches away from a head-on collision. See, this was exactly why Peter had never gotten his driver’s license. And frankly, he was beginning to wonder if Eddie had ever gotten *his*, either.

“*Peter?*” came a voice in his ear.

“Gw- Err, Web? Gweb?” Spider-Man flipped over a lamp post, then bounced across some car roofs, but it did nothing to close Eddie’s lead on him. Where was a blue shell when you needed it? “You’re back in the apartment?”

“Yeah, and I called Liz. Firestar should be here any minute. Figured she’d be the best X-Man to use against a symbiote.”

Spider-Man titled his head towards the motorcycle, which presumably made it appear on Gwen’s feed.

“Where’s Eddie taking her?” she asked.

“I think he’s driving in circles.” Spidey was forced to return to web-zipping. Monotonous, yeah, but it seriously was his best strategy right now. “Who knows what’s going through that symbiote-addled head anymore?” He let out a groan. “Venom’s driving so crazy fast, there’s no way I’ll ever catch up with-”

That exact second, Spider-Man swung into range of a massive crowd gathered beneath a banner that proclaimed, “SPIDER-MAN PALOOZA.”

“In honor of our new Spider-Man cartoon,” an announcer was saying to the surrounding horde of children, “Lincoln Enterprises has proudly provided us with this life-size, working replica of Spider-Man’s famous Spider-Cycle! Our stuntman will be here any moment, which is why we left the key in the ignition.”

The kids all cheered. Of course, they cheered even harder a second later when the real life Spider-Man swooped down to steal it.

“Oh my god.” Spider-Man had to fight to keep from face-palming as he sped down the road in his shiny new red-and-blue bike. “I hate this. I hate this *so much.*”

Oh god, that last truck had gotten too close for comfort. Eddie wasn’t even driving on the correct side of the road half the time anymore.

“Hmm, where were we?” Eddie glanced back at his captive, making it a wonder that he managed not to rear end the next car they crossed. “Oh, right, the hi-*larious* plane crash! Well, after that, Pete got to go be pampered by his aunt and uncle, but they *totally* didn’t have space for me in their home, so instead I got to live in a crowded orphanage and get my hand smacked by rulers every day in Catholic school.”

A scream bled through MJ’s gag as they swerved into the other lane again. Okay, maybe she was a little bit horrified.

“That’s when I discovered drag racing.” Eddie cackled to himself, returning his eyes to the road. “Sure, it was dangerous, but it felt *so good*.” But he looked back to give her one last smirk. “Guess we all have our vices, eh, Red?”

With a sudden lurch, the bike ramped off the side of an overpass and down onto the road below. They were in the left lane. They were in the left lane, and they were going a hundred fifty miles an hour.

It was after half a minute of driving that Spider-Man cried out, “*I don’t know how to drive a motorcycle!*”

“*I’m googling it! I’m googling it!*” Gwen barely paused between words as she recited: “Learning to ride a motorcycle can be fun. The best way to learn how to properly ride is in a safe and controlled manner-”

“OH, GOOD! I ALREADY HAVE STEP ONE COVERED!”

“Sorry, sorry, skipping ahead…” Gwen took a breath, then continued, “The throttle is on the right handlebar and is used to accelerate. The handbrake, which applies the brakes to the front wheel, is the lever on the right handlebar...”

Spider-Man obediently followed every instruction. He couldn’t believe it, but this was actually kind of working. He was catching up to Venom’s bike. Of course, it helped that Spider-Man was actually in the correct lane, whereas Venom was swerving back and forth to narrowly dodge cars.

There was only about two feet of distance between the bikes now. Steadily, Spider-Man released his grip from the handlebar.

“What are you doing?” asked Gwen.

“Don’t worry, I saw Indiana Jones try something like this once!” *Thwip*. A glob of webbing

promptly lodged itself in Venom's back tire.

There was a deafening screech, and the next second, bike, girl, and half-alien monstrosity were all sailing through the sky.

"I gotcha!" With a stylish twirl, Spidey leaped out his bike, snatched MJ, and landed on his feet back on the pavement. The bikes weren't so lucky. One motorcycle crashed into the other, sending both of them skidding to a halt on their sides.

And then there was Venom. He'd taken a nasty fall, but it didn't leave a scratch on his thick, soupy hide. "Anyone ever told you you're kind of a buzzkill, Pete?" As Venom pulled himself to his undersized feet, his suit and helmet morphed back into his more standard, monstrous, top-heavy shape.

Venom took a lumbering step towards the Web-Head, who clutched Mary Jane tighter in his arms.

"Peter! Peter!" Gwen cried out from the radio. "Those silver bars at the bottom of the bikes are their mufflers. Rip them off and web the throttles shut!"

"Way ahead of you." *Thwip-thwip, thwip-thwip*. A pair of web-bullets glued the overturned bikes' throttles down, and then a pair of web-lines yanked off the mufflers. The resulting screeches, while not the loudest ever, had more than enough decibels to leave old Venny doubled over on the asphalt, screaming his head off.

"You okay there, Venom?" Spider-Man asked as he set MJ down on the sidewalk. "Need me to get you an aspirin?" After a moment, he turned to MJ, wincing. "Err, sorry for saving my girlfriend first before you..."

Through her gag, Mary Jane made a grunt with the general intonation of, "*It's cool.*"

So if Mister Positive's powers healed people, Mister Negative's powers would… Well, Scarlet Spider would rather not find out. The guy stood in place a moment, letting his obligatory evil villain laugh reverberate across the hall.

"This is my fault," Mister Fantastic said, hoarse. "It's Victor all over again..."

Johnny turned to give him a reassuring smile. "Hey, man, don't beat yourself up. Even the smartest dude in the world can't account for people acting like jerks."

At that word, Scarlet gave a start. *Even the jerks.*

"Mr. Li, listen to me!" Scarlet Spider stepped towards him, holding her hands over her head in the least threatening manner she could manage. "I know you don't want to hurt anyone. Please, you have to calm down. There's good in all people, remember? Even when those people are flawed."

But this only made Mister Negative laugh harder. "That is indeed true, Spider-Woman."

"No, see, that's a common mistake. Spider-Woman is a totally unrelated-"

"But then, wouldn't you say the inverse is also true?" Mister Negative held up his own palms, but somehow, his weren't *quite* as non-threatening. Maybe it was the black energy they were crackling with, like a lich about to summon a horde of zombies. "Every person has their own inner demons. Allow me to show you some."

There was a flash of black light, leaving some real funky spots in Scarlet Spider's eyes. But at

first, it looked like that was all Mister Negative had done. Until they heard the screams of hospital staff.

All of a sudden, doors were bursting open, and patients were lurching out of their rooms. And, uh, not to be rude, but these patients could use some plastic surgery ASAP. Their heads were bulging and distorting. Their teeth were growing bigger and sharper. Their skin was purpling. Scarlet gave a worried look to the nurse still cowering behind Mister Negative, but she seemed to have been unaffected – as were the three superheroes, thank Galactus.

"What do you think of my friends here?" Mister Negative welcomed the horde to gather around him. It occurred to Scarlet that her lich zombie army comparison had been more apt than she'd thought. "I'd say my Inner Demons here are happier now that they don't have to lie to themselves, wouldn't you?"

"Are these all the people you've healed, Li?" As he spoke, Mister Fantastic stretched over some of the mutated demon-people to stop them from hurting themselves. The demons were acting about like your typical *The Last of Us* enemy, groaning and lurching and clawing at the air. "This only proves my point!"

Mister Negative merely shrugged. "I'd say it's more of a self-fulfilling prophecy. If you hadn't antagonized my poor, naive counterpart, Mister Positive, so badly, I'd have never been able to overtake his mind. Thanks for that, by the way. It was *so boring* being trapped in his subconscious, repressed for all this time by his phony goody two-shoes routine." He patted one of his Inner Demons on the shoulder.

"What's your goal here, exactly?" asked Scarlet Spider. "You turned a bunch of people in this hospital into demons. Now what?"

Mister Negative grinned, revealing a set of shiny black teeth. "Well, I was rather hoping my new friends and I could go on a murderous rampage of destruction across Manhattan."

"Oh yeah?" Johnny crouched into a fighting stance, preparing to flame on any second now. "Good luck leaving this hospital."

"Oh, I already have plenty of Inner Demons outside this place," said Mister Negative. "I'm afraid my powers bring out the worst of *anyone* Mister Positive has healed, regardless of range."

"Anyone?" repeated Scarlet Spider. But that would include…

"*We feel strange… so strange...*"

Something was wrong. Normally, this much sound would've wrenched the symbiote off its host by now, but it remained latched on tight to Eddie. In fact, if anything, the two of them looked happier than ever as Venom pulled himself to his feet.

Spider-Man and Mary Jane – who'd just been freed of her gooey restraints – stumbled backwards, watching Venom with growing horror. His slimy skin was starting to bubble like boiling water.

Spidey turned to MJ. "Run!"

"You don't have to tell *me*, chief!" Mary Jane zoomed off with impressive speed. It was good of her to get out of the road and back onto the sidewalk – to get away from both the freaky symbiote monster and the growing amount of traffic piling up as cars swerved to avoid hitting the aforementioned symbiote monster.

With MJ out of harm's way, Spider-Man could focus his full attention on Venom. Was it his imagination, or was the dude growing bigger?

"Peter?" came Gwen's trembling voice in his ear. "What's happening to him?"

"You got me." Spider-Man perched himself on the wall of a nearby shop to overlook the chaos. "This is breaking, like, all the symbiote rules. Even *I'm* starting to find those motorcycles screeches unpleasant, but if I didn't know any better, I'd say Venom almost looks like he's… enjoying them."

In fact, it almost seemed like Venom was laughing. He- He *was* laughing. Loud enough to be heard over the noise of the bikes. And was it Spider-Man's imagination, or were his fingers getting longer? Like, a solid foot longer?

But a second later, the length of Venom's fingers was the last thing on Spidey's mind. The more striking transformation here was that the white glob on Venom's chest – the one normally in the shape of a big spider-logo – was stretching out, as were his white eyes and even the white squares on the back of his hands. Soon, Venom's entire body was painted with vanilla yogurt, leaving behind only a handful of black splotches. Two of these splotches formed into eyes on his head, while the rest stretched out over his chest to form a new, black spider-logo.

"Did- Did Venom just flip his colors?" asked Gwen. "Um… why?"

"Hey, at least it's not Labor Day yet," said Spider-Man. "Guess this proves Venom's got better fashion sense than Silver Sable..."

"Does changing colors mean he's... stronger?"

"I dunno, I'll ask. *Hey, Venom!*" Spider-Man called down to him. "How low is your health bar? Are you about to start, like, moving in the same pattern as before but twice as fast?"

Venom's newly-whitened head snapped towards him. His jaws were wrenched open as he roared, revealing a wriggling orange tongue. "*From now on, us are antidote to Peter Parker AND Spider-Man. US ARE ANTI-VENOM! HA AH AH AH AH!*"

"Uh..." Beneath his mask, Peter blinked. "Come again?"

"*Us will have forgiveness... ON SPIDER-MAAAAAAN! RAAAAAAGH!*"

Thwip. A white tendril latched onto the wall mere inches from Spider-Man's face.

"O-Oh, look at that," said Spider-Man. "He's friendly."

Biome

Chapter Notes

See the end of the chapter for notes

"Move around, big spider. Move around so us can alive you!"

A veritable fleet of white tentacles and web-bullets pursued our lovable hero, leaving distressingly large dents in the wall behind him.

"Look, Venom, you know I hate to be a party pooper," Spider-Man said as he tumbled to the sidewalk, "but Opposite Day was *Monday*, remember?" Though really, it'd be more accurate to call this bleached monstrosity "Anti-Venom." The thing may have been speaking in opposites, but it'd still happened to stumble upon a suitable name for itself.

Spider-Man darted through the air to give Anti-Venom a nice, good punch to the head, but Spidey's knuckles were the only things left injured. *Thwack.* "Agh!" Plus his own head, of course, once Anti-Venom swatted him away.

Spidey was sent rolling down the pavement. As he skidded to a halt at the edge of the sidewalk, he muttered, "Okay, turns out this guy seriously *is* faster and stronger than Vanilla Venom."

"Wait, which one's Vanilla Venom?" asked a voice in his ear.

"Sorry, Web, bad choice of nickname." Spider-Man hopped back to his feet right in time to have a car thrown at his face. "Point is, this new Venom's a tougher nut to crack."

"Well, his color scheme's flipped, and he's speaking in opposites, right?" As Gwen – or, uh, Web, whatever – spoke, Spidey sprang forth to web-yank the driver to safety before his car hit the ground. "So maybe the opposites thing extends to Chocolate Venom's strengths and weaknesses, too?"

"No, I meant 'vanilla' like the opposite of kinky."

"You want me to call the black one… Kinky Venom?"

"What? Don't be ridiculous!" Spidey was so embroiled in the debate that he hardly noticed the driver giving him a funny look before running away. "Kinky Venom's the white one."

Wham. Another tendril shattered the pavement a scant foot from Spider-Man's, err, foot.

"You're making perfect sense, you respectable gentleman," said Anti-Venom.

"Hey, there's no need for that kind of language!"

"Peter! Focus!" snapped Gwen. "The reason he's stronger is because of the-"

"-vibrations!" Without further ado, Spidey vaulted over Anti-Venom's head, landing right beside the overturned motorcycles. They were still making Spider-Man's ears bleed, but their noise didn't last much longer once he hurled them both at Anti-Venom's face.

Instantly, the bikes were eviscerated by a set of overgrown claws, making their engines fall mercifully silent. Frankly, Spidey had had half a mind to do that to the Spider-Cycle even if it *hadn't* weakened Anti-Venom. It was a start, but the problem was, even without the added

strength-boost, Anti-Venom was a force to be reckoned with. He was about as strong as regular Venom now – judging by how hard he'd just punched Spider-Man.

The Web-Head was again sent skidding across the road.

"*Ooh*, that must've hurt." Anti-Venom shook his head, wagging his orange tongue.

"Wait." Spidey blinked as he pulled himself to his feet. "That wasn't the opposite of- Oh, you were being sarcastic, weren't you?"

"That's wrong!" said Anti-Venom in a singsong voice.

The next minute, Spider-Man found himself ducking a barrage of claw-swipes.

"So if he likes sound vibrations, what would he dislike?" asked Gwen. "Total silence?"

"Oh, then the Manhattan rush hour must be, like, his element. What am I supposed to do, lure him to a soundproof room conveniently located nearb-?" The rest of that snark was drowned out by honking as more cars swerved to avoid the supehero battle.

As Spidey dodged the next barrage of white tendrils, he suddenly caught a new, fainter voice in his earpiece. "*I'm back! Are you okay?*"

"*Mary Jane!*" Gwen's voice got fainter itself, presumably as she sprang from her seat to give the newcomer a hug. "*Are YOU okay?*"

"*Nothing years of therapy can't fix. So how's Tiger doing against-?*" At this point, MJ presumably spotted the laptop feed. "*Tell me that's not another symbiote.*"

"*No, Venom just transformed himself. We don't know why, but now he's white and he likes vibrations-*"

"*So he became more relatable?*"

Unfortunately, Spider-Man didn't have much time to listen in on the girls' conversation. The next instant, he found a set of long, pale fingers wrapped around his neck.

Anti-Venom grinned at him, showing off row upon row of pitch black fangs. "Hello, Pete. Us expect to see you many more times in the future."

"*Okay, the opposite shtick's getting old fast,*" Spider-Man said, strangled.

"Okay, the opposite shtick's getting old fast." Scarlet Spider dived away from the next blast to erupt from Mister Negative's palms. Turned out the dude could fire black plasma out his hands. "I don't suppose there's any way I could convince you to turn back into Mister Positive?" Her answer came in the form of yet another plasma blast.

Scarlet sprinted to the far end of the hall, where a vending machine was just begging to be yanked from its outlet and used as a projectile. She'd been aiming for the man himself, but some of his loyal Inner Demons sprang forth to take the hit. Normally, of course, Scarlet Spider would've been horrified that she'd tossed a heavy thing at the heads of hospital patients, but it turned out that becoming demons had considerably strengthened them. The worst the attack did was tip the demons over so Scarlet could web them to the floor.

Stupid demons. There had to be a good dozen or so of them in this hallway, and who knew how

many others were out roaming the streets? According to yesterday's news report, Mister Positive had healed countless patients. Ugh, how had Scarlet not realized something was up sooner? And for that matter, how had Mister Positive slipped under S.H.I.E.L.D.'s radar for, like, an entire day? For the government's official response to the rise of superhumans, those guys were distressingly useless.

"This isn't growing any easier!" Mister Fantastic said through gritted teeth. The more Inner Demons he restrained with his body, the thinner he was stretched.

"Look, if Mister Negative gets to hurl *his* plasma at people, it's only fair..." Johnny shot a tongue of flame from his hands. It looked like he'd been hoping to scare the demons into backing off moreso than he'd been hoping to light anyone on fire, but all he managed to do was set off the overhead sprinklers. "Hey! Mister Negative's didn't set off the-!"

"You're very heroic, honey, but maybe you should get behind me for the remainder of the fight?" Scarlet Spider had to yank Johnny away before a demon could punch his lights out. "Your fire's not doing any good here, and without it, you're basically a normal – albeit incredibly cute – person."

Johnny obediently huddled behind her. "Why do I get the feeling *I'm* gonna be the damsel in distress of this relationship?"

"Is it wrong that I find that a turn-on-?" Scarlet was cut off by a bouncy, upbeat rendition of *Little Miss Muffet*. "Hello?" A second later, her phone was out of her pocket and pressed to her ear.

"*Reilly!*" The voice on the other end made her flinch. "*Where ARE you? You were supposed to clock in half an hour ago! And this after you begged me to not fire you yesterday when you ran out in the middle of your shift-?*"

"I am *really, really, really* sorry, sir, but something came up, and-"

"*If something comes up, you call us in advance-!*"

Scarlet Spider couldn't hear the rest of that response because she was too busy ducking another burst of black plasma.

"Now do you see?" Mister Negative threw his hands out in a Jesus-pose. "Now do you see the corruption inherent in all mank-?"

"WILL YOU SHUT UP?" snapped Scarlet. She followed this up with a hurried, "Not you, sir! Not you!" into her phone. Aaaaand he'd hung up on her. "Oh, good, I'm unemployed. My favorite state of being."

"Come on, babe," said Johnny, "like I was gonna let you flip burgers, anyways. I've got plenty of money if you ever need-"

"Why, Johnny Storm, are you trying to make me your kept woman?" Well, that was *one way* to make a living. Why hadn't Peter ever thought to try it?

Meanwhile, across from the lovers, Mister Fantastic had stretched himself into the rather, err, unique shape of several cords wrapped tight around the arms and legs of the Inner Demons, while the end of Mister Fantastic that contained his upper torso was leaned against the hospital's elevator. He seemed to be in an intense conversation with an earpiece hidden beneath that white-streaked hair of his.

"Mister Fantastic to Baxter Building."

"*Good morning, Dr. Richards!*" beeped a voice loud enough to be heard throughout the hall. "*It is I, H.E.R.B.I.E., the Baxter Building's lovable A.I. helper-*"

"H.E.R.B.I.E., listen, I need you to construct a Negative Energy Channeling Gun and deliver it to New York Hospital right this instant!"

"*My apologies, Dr. Richards, but there is no such device listed in my databanks-*"

"Yes, that's because I invented it two minutes ago. The schematics don't exist anywhere but in my head, so I'll need you to follow my instructions *precisely*. Can you do that for me, H.E.R.B.I.E.?"

"*Why, yes! I am highly skilled at following instructions!*"

"Good. Now first, you'll need a Dimensional Stabilizer."

"*My apologies, Dr. Richards, but-*"

"Yes, yes, I invented it thirty seconds ago. To make the stabilizer, you'll need to start with a Braddock Crystal-"

"*Sir, the only remaining Braddock Crystal in this dimension is currently being auctioned on the bidding website Ebay, with the current bid being several hundred million-*"

"What? Use Sue's credit card again. This is an emergency!"

Just then, there was a flash of light. Mister Fantastic flinched, then stretched his head around to find Mister Negative lying face-down on the floor. All around him, the Inner Demons were morphing and shrinking back into regular people, allowing them to be freed from their stretchy restraints.

Mister Fantastic blinked. "How did…?"

Standing behind the limp form of Mister Negative was Scarlet Spider. "Oh, I punched him in the head while you were talking to yourself. Turns out spider-strength trumps Negative Energy-strength. Who knew?"

Mister Fantastic stared at her.

"*Excellent news, Dr. Richards!*" came a voice from his earpiece. "*The Braddock Crystal has been successfully acquired!*"

Vision was getting a bit spotty here. Spider-Man wasn't sure if his ears were ringing or if that was just Gwen's screams through his earpiece. Whoo, he felt dizzy. Had the pavement always been this comfortable to lie on?

"Us are dreading the moment of your quick, painless birth!" said a deep, distorted, joyous voice.

For a second, Peter's eyelids began to creep shut.

But then he heard another voice. "Hey, 'scuse me, pal, do you got the time?"

"Whuh?" Anti-Venom's head darted around the empty road. "Us understand completely. Us do see everyone here-"

"Wait, nevamind, I got it… Huh, willya look at that? Turns out I'm five minutes late for

CLOBBERIN' TIME!"

Wham. The next instant, Anti-Venom was sent hurtling across the street, and the instant after that, a pair of superheroes were suddenly rendered visible, appearing in a spot that'd looked an awful lot like empty air a second ago. The Thing cracked his crack-ridden knuckles, while Invisible Woman sprinted towards the place where Anti-Venom had fallen. Before he could get back up, she summoned a big old forcefield around him.

Anti-Venom screeched and clawed at the bubble, but it refused to burst.

"Finally, we found wunna the aliens." Thing strolled up to the edge of the field to examine its captive, who hissed at him. "Say, though, ain't it s'posed to be a *black* alien with *white* stripes?" He glanced back at Spider-Man, who was too busy gasping for air to answer.

"Thank you for your help, Spider-Man, but we can take it from here." As she spoke, Invisible Woman retrieved some tiny metal orbs from her costume's hidden pockets. They were about the size of gumballs, though gumballs didn't normally glow and hover into the air when you activated them. The little machines floated to the opposite ends of the forcefield, latching onto it. "These devices my husband built will sustain my field indefinitely until we can get the symbiote off its host."

"Gee, I hope we can get the symb-yote back soon." Thing rested his massive hands on his stony hips. "It made fer a real good hamster."

Spider-Man was tempted to ask Thing to elaborate on that point, but he thought better of it. "It's, um, bonded to a guy named Eddie- err, Edward Brock, Jr." As he spoke, Spidey pulled himself to his feet. "Same person as last time. He..." He took another breath. "...probably needs to go back to Ravencroft."

"*This isn't over! I am a force of nature! I will not relent until I've brought out the Inner Demons within every last person on this island! Mister Negative is eternal!*"

Scarlet Spider could only watch from the sidelines as a screaming and flailing Mr. Li was carted out of New York Hospital on a stretcher. He was as black-and-white colored as ever. Before Mr. Li had woken back up, Mister Fantastic had slapped together a modified Inhibitor Collar that worked on Negative Energy instead of X-Genes. It didn't turn Mr. Li back to normal, but it at least kept him from firing plasma or turning anyone into demons again.

Scarlet Spider was left standing in the parking lot, watching the ambulance shrink in the distance.

A pair of arms wrapped around her from behind. "What happens to him now?" Johnny asked quietly.

"He's off to Ravencroft for a pysch eval." Scarlet could only shake her head. "And now S.H.I.E.L.D.'s gotta round up all the people Mister Positive's healed to see if they can be cured of their potential to, y'know, turn into demon monsters."

"So everything's sorted itself out?"

"More or less." Scarlet turned away. "Now all that's left is for me to swing back to my brother's apartment to catch up with the rest of the Spider-Family."

"Oh. Yeah." At this, Johnny's face fell, though he was visibly fighting to keep it from being *too* apparent. "I'll head back home to my penthouse, and y'know, you go back to your apartment or- or wherever you want to stay-"

“And once I’m done catching up with them...” Scarlet’s head snapped back to his. “...I’ll head over to your penthouse, too.” In a considerably silkier voice, she added, “Maybe get a rerun of last night?”

This time, Johnny didn’t fight to hold back the look on his face at all. “Good girl.”

Neither did Scarlet. “*Gah!*” She stumbled backwards while Johnny stumbled downwards.

“*Ow! Hey! Watch it with the spider-strength-!*”

“Sorry, sorry!” Scarlet scrambled to help him back up. “Let’s just, uh… Let’s find a different pet name, okay?”

As had become something of a household ritual, all four members of the Spider-Family congregated in the living room around the TV table, with Peter and Gwen on the couch and MJ and Reilly on the carpet (Liz had been here a minute ago, but it turned out they hadn’t needed Firestar’s services after all). The Spider-Siblings had changed out of their sweaty costumes and into their slightly-less-sweaty street clothes.

“...the Inner Demons all turned back to normal, but it looks like Eddie’s stuck as Anti-Venom for a while,” Reilly was saying. “Mister Fantastic thinks the Negative Energy affected the symbiote so differently because of its, y’know, crazy alien biology and stuff.”

“Well, if anyone can help him, it’s Reed Richards.” Peter let out a sigh. “I’m just so sick of going in circles with Eddie...”

“To be honest, I’m starting to think...” For a moment, Gwen’s eyes flitted to Mary Jane’s. “...Eddie’s not the best person ever with or without the symbiote.”

“Maybe not, but I still care about him, y’know?”

“Me, too,” said Reilly, “though I guess that’s only because I’ve got your memories of him… Anyways, I need to get going.” She started for the door, but then, in response to the quizzical looks on Peter’s and Gwen’s faces, she said, “I’m, err… spending the night at Johnny’s place for the foreseeable future. We’re- We’re an item now.” She glanced to her brother. “Um, sorry for outing you to... yourself.”

Peter held out a hand. “No, Reil, you don’t always have to worry about- I mean, just live your life and be your own person.”

“Y-Yeah. Thanks. Well, see ya.” With that, Reilly hurried out the door, leaving the other three alone together.

Mary Jane’s eyes were boring a hole in Peter’s skull. “So, uh, this is none of my business, but… does this mean you think Johnny Storm is hot?”

Peter’s forehead was promptly buried in his palm. “I’m trying to avoid asking myself that question.”

“Hey, it’s cool, I get it.” MJ held out her hands. “People act like whether you’re into guys or gals should always be, like, clear-cut, but in my experience, it’s more like this goopy mess of sexiness you’ve gotta sift through… I was just saying, like, hello, fellow bisexual. Spoiler, it’s not a phase.”

Peter’s gave a noncommittal grunt. “And, uh, *this* is none of *my* business, but… I’ll be honest, I

kinda thought you and Reilly were gonna be a thing."

He hadn't meant to, but Peter had knocked the wind right out of MJ's sails. "I hesitated too long. The window closed. It's a hundred percent over between me and Reilly. Strictly platonic from now on." A pause. "I probably could've lived happily ever after and had her half-clone lesbian babies, but, well..." Suddenly, MJ was checking her phone. "What time is it? Only seven? Ugh, attempted murder via supervillain really wears you out." She turned for her bedroom door. "G'night, lovebirds."

"Hey, wait a second!" The moment MJ started for her room, Gwen started after her. "You can't just pretend like nothing happened, Mary Jane. You almost died today, and…" But as soon as she'd risen from the couch, Gwen faltered. "...Peter almost let you."

"I was trying to save you *both*." Peter started from the couch himself. "And, I mean, you *are* the love of my life, Gwen, so excuse me if I-"

"*Stop it*, both of you." The uncharacteristic rasp in MJ's voice made the other two flinch. "What Venom did to us was utter bullcrap that no human being deserves to go through, and letting it tear us up is exactly what Eddie wants." MJ took a breath, then added, "And for what it's worth, if it'd been up to me, I wouldn't have made Peter do any different."

Peter stayed silent.

But Gwen didn't. "Yeah, well, if it'd been up to *me*, Peter would've saved *you* first."

For a minute, the teenagers simply held their poses as if someone had hit the pause button on the gibbering madness that was Peter Parker's life.

"Y'know something?" Mary Jane said softly. "I never told you guys, but after the whole Jackal thing went down, Wild Party Girl MJ curled up and died a quiet death in the corner. I buried her next to Brainy Janey, and I've spent all this time trying to determine who's behind these eyeballs now, and… I finally figured it out." Slowly, she met the other two's eyes. "I'm Legit MJ. And Legit MJ is always open about her feelings with the people she loves." She took another breath. "I love you two, and I honestly want nothing more than to share a home with you. And this is gonna sound weird coming from the girl who was almost killed by a supervillain today, but I am completely and utterly happy with my life right now..." She trailed off a moment. "So I guess my point is, if you're worried all this stuff with Reilly's new boyfriend and Venom's motorcycle ride is gonna turn me back into a cesspit of angst… well, don't be."

"That's- That's good to hear," said Peter. "I mean it – I'm glad you're okay. And look, I know me and Gwen-" He glanced away. "-were a bit overprotective of you when Eddie started slut-shaming and all."

"Truth is..." Gwen's sentence picked up right where Peter's left off. "...it's hard for us to watch you get hurt."

"I-It's alright." A wavering smile crossed Mary Jane's lips. "You guys are sweet. Now I seriously want to get some shuteye." Once again, she made for her room.

And once again, Gwen stopped her.

Mary Jane's eyes planted themselves on her wrist, which had become trapped beneath Gwen's fingers. "Uh… Everything alright, Tigress?"

"Yeah, yeah. I just, uh..." Gwen reddened with every syllable. "I moved on impulse there."

“Well, hey, not to be a buzzkill-” Peter moved from the couch to Gwen’s side. “-but we should, err, probably rein it in with the body language. I mean, Eddie *did* seem to think something was up between the three of us...”

“Oh, come on.” MJ’s smile hadn’t ended yet. “That’s such bullcrap. Like- Like we seriously all look like we wanna boink each other?”

Back inside Gwen’s face, the redness faucet had been cranked to max. “Is that really the best way to put it?” A titter escaped her mouth.

“You’re right, sorry.” Mary Jane cleared her throat. “Like we seriously all look like we want to spend a perennial eventide consumed by the fiery embrace of l’amour?”

More titters. “Better.”

Peter was becoming something of a gigglebox, himself. “Well, *I* wasn’t gonna bring that up again…”

A moment passed in silence. Okay, Peter couldn’t help but think the girls were ignoring his concern about their body language. In fact, Peter wasn’t free of guilt, himself. Why, if someone was to walk in on them right now, that someone would get the totally wrong impression about what was going on between the three of them. *Totally* wrong.

Knock, knock, knock.

“*The door-!*”

“*I’ll get it!-*”

“*No, I got this-!*”

The three nearly clonked their heads together as they scrambled for the knob.

“H-Hey, guys. Sorry to bother you…” The door swung open to reveal none other than Flash Thompson standing on the welcome mat. No, wait, sorry, poor choice of words. Flash was being carried by a random stranger, and the random stranger was the one standing on the doormat (Had Peter had a better memory, he’d have recognized the guy as the cabbie he’d dropped Flash off with earlier).

Flash gave an apologetic smile. “I, uh, don’t suppose I can crash here? I’m sorry, I-I can’t go back home. Not right now. And besides, Pete...” He shut his eyes. “...you and me have got a lot, and I mean of *a lot*, of talking to do.”

“Y-Yeah, of course. Mi casa es su casa.”

“Huh? I don’t speak French-”

“Never mind.” Peter hurriedly accepted Flash into his own arms, then thanked the good Samaritan cabbie and brought Flash inside.

As he was set down on the couch, Flash’s eyes traveled from Peter to the girls and back again.

“*What?*” said Peter.

Flash held up his hands. “I didn’t say anything, dude.”

Harry shut the door behind him with a force that threatened to rend it from its hinges. Even the familiar comfort of his bedroom couldn't save him from the growing heat on his face. Harry glanced around himself, scowling. Look what this room was covered in. Video games. Comic books. Children's things. Because that's what he was. So what if he'd turned eighteen? Harry would never be more than the figurehead CEO while his mom ran the company. Not like Mom's precious new son, Kaine, the future leader of Oscorp's army.

Kaine had barely even been scratched by Venom, and yet the moment he'd returned to the penthouse, having lost track of his opponent, Harry's mom had ordered a full medical evaluation of Kaine. It'd taken *Harry* hours to get their medical staff to so much as glance at *him*. See, because if *Kaine* was killed by a random supervillain, it'd actually *matter*.

Harry turned to plop himself down on his bed.

"Well, *you've* seen better days," said a voice.

At this point, Harry wasn't even surprised to discover the occupant in his room. "You make it a habit to sneak into teenage boys' bedrooms?"

"Only the gingers." Alistair Smythe leaned back in his hoverchair, showing off his trademark smirk. This scene was almost an exact recreation of the one from over a year ago, down to the same button-up shirt over Smythe's chest.

"What are you doing here?" Harry remained in place, tensing. "Come to rub salt in the wound?"

"Oh, I just couldn't help but overhear about your skirmish with Venom this morning," said Smythe. "You've gotten so pathetic, you've even elicited the smallest shred of sympathy from *my* shriveled, black heart. Imagine!"

"Go to hell."

"Don't you worry, I've already booked a flight straight there. But before I start packing my sunscreen, why don't I tell you a story?" As he spoke, Smythe's eyes grew distant. "Once upon a time, when I was a lad of your age-"

"So a couple years ago?" Harry said dryly.

"-I had my own rival of sorts for my daddy's affections. Just some gifted brat at my old magnet school of Horizon. Granted, my rival never got cloned, so I can't fully relate to your plight, but my father *did* want to take the kid on as an apprentice."

"Yeah? And what'd you do about it?"

Smythe shrugged. "Well, my father held a competition to see which of us could build the most durable all-terrain drone, and after weeks of study and rigorous testing, I soundly won the contest." He paused. "Of course, it helped that the poor kid got into a terrible accident the night before." Suddenly, his chair was hovering for the door. "Anyhow, I ought to get going. Wouldn't want people to talk about us, now would we?"

Harry watched him go with a vacant stare. Then, once he was alone, Harry's gaze fell to his carpet. There was something lying on it, right beneath the spot Smythe's chair had hovered over a second ago. Harry knelt down to retrieve it.

At a glance, it looked like a plain, cream-colored file folder. But of course, what was of true importance was its contents. Harry thumbed through the pages, frowning. The first things that stood out were blurry pictures of an unmasked Spider-Man, taken through the window of a place

Harry recognized as Pete's room in the old Forest Hills Parker house. These were followed by considerably more shudder-inducing photos – time-lapse pics of fetuses suspended in test tubes, stretching and morphing from one image to the next into the nude forms of Reilly and Kaine. Harry only forced himself to look for a second before turning his attention to the documents beneath the pictures. Hmm, interesting. He'd expected the heading to read "Project Spider-Men."

But what the bold letters actually proclaimed was "Project Goblin Nation."

"What a revoltin' development dis is." The Thing continued to grumble to himself as the procession made its way through Ravencroft's gates. "And I thought Aunt Petunia's old folks' home was morbid..."

"We'll be done here soon, Ben," Invisible Woman murmured from his opposite side. She and the Thing were flanking the pair of supervillains from the left and right, while a team of armed Vault guards flanked them from the front and behind.

"I hope yer right, Suzie." Thing shook his stony head as the group entered the building. "Cuz if these guys' psych evals ain't ova with soon, I'm gonna need wunna my own."

Just then, something buzzed from within the folds of Invisible Woman's costume, and she retrieved a sky blue phone with a "4" logo on the back. "Yes, hello? Susan Storm speaking." There was a moment's silence. "*What do you MEAN, it bounced?*"

Back in the center of the procession, Mister Negative seemed to have accepted his fate. He marched in silence.

Eddie, however, was a different story. "You have to doubt me! I'm lying! Peter Parker isn't Spider-Man!" He flailed against the forcefield bubble

"Uh, yeah, we know he's not," said a guard. "The Daily Bugle debunked that ages ago."

"Yes! That's exactly correct!" Even with his symbiote morphed into a plain white jacket, Eddie was drawing stares from passerby.

One such passerby was yanked away by a nurse. "Please don't gawk at them, Miss Barrison."

But even as she was hurried away from the entrance hall, the pale, raven-haired woman turned back to grin at the newcomers. "Hey there, newbies!" Her voice grew fainter as she vanished from sight. "Welcome to the family!"

Chapter End Notes

NEXT UP: Carnage! So much carnage! In fact, there will so much carnage that the amount of carnage will be incapable of going any higher!

Carrying Capacity

The security cameras would catch him in the act. Harry knew that. But he didn't even care anymore. His mother was still fawning over Kaine in the penthouse guest room, no doubt, meaning her clothes closet was momentarily unguarded. By the time Harry was caught, it'd be too late.

He strolled across the carpet (This closet was bigger than Harry's entire bedroom, incidentally), coming to a rest by an ornate, pea yellow, African mask hung on the wall. Its wood contained intricate patterns that one could stare at for hours. And also retina scanners.

Harry met the mask's glare.

"*My apologies, Mr. Osborn-*" The mask spoke in a pleasant female voice, though its mouth stayed still. "*-but you are not permitted access to this area.*"

"Don't apologize," said Harry.

"*Password accepted. Welcome, sir.*" With that, the wall folded open to reveal a hidden, metallic doorway. It slid apart, and Harry marched through.

At the new room, though, Harry stopped to gawk, scarcely noticing when the door shut back behind him. Bombs. Masks. Gliders. Enough to equip an army. This place was big as an airport parking garage. He was shocked it even *fit* in the penthouse.

Harry searched the sleek, metallic, dimly-lit area, trying not to think about how alive those rows of grinning goblin masks looked. Finally, he spotted a rack of plastic cylinders. "Bingo."

Harry grabbed a cylinder, then cracked off the cap the way a castaway might crack open a coconut. Instantly, gas gushed out, painting the air green. Most of it didn't end up in the air, though. No need to let perfectly good Globulin Green go to waste.

Inhale. Exhale. Inhale. Exhale. Harry didn't stop until his headache had receded. Until his hands stopped trembling. Until the world made sense again.

"Finally," said one of the masks, "*I* get to drive."

"You took *forever* to find more Green!" another mask added in the exact same high, bouncy, scratchy voice.

"Your mom even hid a bunch around the house for you," said yet another, rolling its eyes. "Boy, must *you* be fun at Easter egg hunts."

Harry stepped back, scowling at the rack. This probably should've been freaking him out, but it was hard to feel anything but content when this much Green was in his lungs. "So am *I* still the one in *your* head?"

"Technically, that'd be *heads*, plural." The central mask pointed to the rest of his kin with his eyes. "But yes, I suppose now that Smythe's given you a little peek at that folder, you know what we goblins really are."

"Split personality hallucinations caused by the Green's gas form," Harry said tightly. "So it *was* the Green that made my dad go nuts."

“I like to think he was happier that way.”

Harry scoffed, then snatched up one of the masks and carried on deeper down the chamber. “Let’s just get into costume already. I think I see the suits over… here.”

There *were* Green Goblin costumes in the back part of the chamber. Tons of them, in fact. But the one that caught Harry’s eye was located at their center. While the normal green-and-purple flight suits were strewn about freely, the central one was attached to a mannequin overlooking the others. But that wasn’t the only difference. It was slimmer. Shapelier. And it was complete with a flowing purple cloth that hugged the hips and fell to the boots, out of which a sliver had been removed to give onlookers a tantalizing glimpse of green leg. Above the outfit hung its mask. This, too, was slimmer. It had a less pointy, more feminine chin, and rather than a purple hood, the mask was topped with a ring of green horns arranged to suggest a crown.

“Goodness.” The mask in Harry’s hand grinned at him. “I think we’ve found your dad’s *special* costume. I knew the man liked to dress up, but this is ridiculous!” The chamber was promptly filled with hideous laughter.

Harry ignored him, instead opting to grab one of the regular costumes from off its shelf. “Let’s just get this over with.” A minute later, he was dressed, meaning it was time to slip the smiling green face over his frowning pale one. “We wouldn’t want to keep our dear foster brother waiting.”

At last, the Green Goblin had put his real face back on. Phew, what a relief. Now he could stop pretending Harry actually existed. Man, had *that* been a crazy hallucination.

Frances liked solitary confinement. There were so many cool people to interact with down here! Though of course, Frances only had eyes for one of those people in particular.

She skipped down the musty corridor, humming to herself as her hospital gown swayed back and forth. Finally, Frances came to a halt. She’d reached her destination. The destination she’d dreamed of for months on end. With trembling hands, she set a crumpled sheet of paper down on the moldy floor – the product of hours of toil up in the arts and crafts room. Frances was especially proud of the cartoon hearts she’d drawn around stick-figure-Frances’s and stick-figure-Carnage’s heads. Not to mention the cartoon lungs, and the cartoon kidneys, and the cartoon disembodied legs.

Frances forced herself to steady her breathing. She had to focus on the mission at hand. Today was the first day of the rest of her life. With that thought in mind, she slid the paper beneath the crack of the reinforced steel door standing before her.

A mere moment later, it slid back.

“*What?*” This couldn’t be. Frances sprang to her feet, then glued her eyes to the rectangular peephole at the top of the door. Ah, nuts, the guy inside there wasn’t a cute ginger at all! He was all big and buff, and his hair was short and black. Yawn.

“I’m flattered,” the man said dryly, “but you’re not my type.”

“That wasn’t for *you!*” Frances snatched the note up off the ground. She hadn’t realized she could blush any harder than she already had been. “Ugh, I forgot you were down here, too. No, this is for… *Cletus*.” Oh, she couldn’t even say that name without cooing.

“Cletus Kasady?” The man’s expression didn’t seem capable of much change, but he managed something resembling surprise. “The serial killer? The one who butchered an entire bus of girl

scouts but then kept the last one alive a minute so she could watch him eat all the cookies in front of her?"

"Yeah…" Frances clutched the paper to her chest, fluttering her eyelashes. "I just love a guy with a sense of humor."

"Interesting. And what did you say your name was?"

"Frances. Frances Barrison. They shouldn't be keeping me here much longer, though." Frances shrugged. "The doc said I can go back home as soon as I show 'significant progress' towards my recovery. And I've felt better than ever since I met Cletus, so I'm sure they'll be letting me leave any second now." She looked back to him through the peephole. "Anyways, I gotta go. But look me up sometime once you're out!"

"I think I will," said the man.

And with that, Frances scurried off to find the proper cell. Hmm, she didn't know what all the other patients had against that guy. Frank seemed nice enough to her.

"*Mmm, strawberries*." Kaine wasted no time scarfing down the tray of food before him. When you had organic web-shooters, everything tasted good. Or maybe that was just because he was a rich person now and could afford rich person foods.

Heh. Maybe once Kaine inherited Oscorp and turned it into Spidercorp, he could have all these serving maids wear Spider-Man costumes. Truth be told, that fight with Venom had barely even gotten Kaine's pulse up, but still, there was no harm in a little pampering, right? The Osborn's guest bedroom definitely beat out some sterile, barren clone barracks, after all.

Anyways, once his meal was finished, Kaine shooed his maids away and climbed into bed. Training resumed in the morning, so he might as well get comfy while he still could. He didn't even need to change out of his clothes – It was a little known fact that these skintight spider-costumes doubled as jammies. Come to think of it, Kaine had totally forgot to brush his teeth. Because, y'know, if his smile wasn't perfectly white, people might think he looked ugly.

Kaine's eyelids grew heavy, and not just because he was tired. That'd been a really funny joke about brushing his teeth. Gwen would've found it hilarious… And with that thought in his head, Kaine allowed himself to drift off.

But his spider-sense didn't.

"Oop-!" On sheer impulse, Kaine sprang out of his covers and onto the ceiling. He was right in time to hear a noise that was half-laugh, half-explosion. A second later and he'd have been reduced to ash alongside his bed.

The explosion was followed by a burst of shattered glass, heralding a familiar, gargoyle-themed glider into the room.

"Ohhh," said its rider, "so *that's* where I left that pumpkin bomb!"

"Oh my goodness, what are *you* doing by my pillow?" Kaine fired a web, but it was incinerated by a laser-blast from the Green Goblin's finger. "I haven't lost any teeth lately!"

"Give it time." A blade erupted from the gliders mouth, then rammed into the spot of ceiling where Kaine's beautiful face would've been had he not been so great at dodging.

“Seriously, though, who’re you supposed to be?” Kaine hopped over to a nice, heavy dresser to hurl at Gobbie’s head. “Another one of Kingsley’s knockoff brands?”

“Please, do I look orange to you?” But before the dresser could get near its target, it was incinerated by a well-timed pumpkin bomb. “And by the by, you’re not one to be slinging mud when it comes to knockoffs.”

“Yeah? Well, if I’m such a knockoff, why aren’t you going after the real Spider-Man?” Kaine was forced to duck for cover behind a desk – It turned out that in addition to a blade, this new glider also came equipped with a machine gun turret. “The one who’s, y’know, actively fighting crime and stuff? What’s lovable old Spidercide ever done to you?”

“Don’t you worry,” said the Green Goblin, firing a couple more finger-lasers for good measure, “Spider-Man and his gender-confused sibling will have their turns. I just figured you’d be easiest to kill first, seeing as Traveller left a super secret code word that anyone can use to override your brain and all.”

“Wait, what?” Kaine halted the fight so he could gape up at Gobbie.

“Ooh, did your mommy never tell you that?” Green Goblin brought a hand to his mouth. “I guess she doesn’t love you as much as you thought. You *are* adopted, after all.”

Kaine stepped back. “C-Come on, if there’s some cheat code to beat me, why haven’t you used it already?”

“Good point.” Before Kaine had time to pounce at him again, the Goblin recited: “*Primary code – Traveller. Secondary code level one – Cowboy up.*”

Mid-pounce, Kaine’s entire body decided to have one big charlie horse. “*Agh!*” He tumbled to the floor with an audible *wham*.

“I’m *so* sorry. I can’t imagine how embarrassing this is for you.” With that taken care of, the Green Goblin saw fit to land his glider and step off onto the carpet. “But don’t blame me, blame that scarlet sister of yours.” A purple boot collided with Kaine’s jaw. It was a good shot – Kaine was sent tumbling onto a pile of glass, so now parts of him were stinging that he hadn’t even known could sting. “Emily might have overcompensated a teeny bit when ensuring you could never double cross her like the last clone. You should be feeling some searing pain in your forehead right about now-” The estimation was correct. “-and that’s only level one! Image what the rest are like!” Green Goblin cackled to himself. “Level four’s my personal favorite.” Then he leaned in to whisper, “*That one’s bladder control.*”

No. This couldn’t happen. Not like this. Kaine had to ignore the agony in his head. Had to focus. Think about his surroundings. With a great effort, he managed to raise a trembling hand.

“Now let’s see what level two does.” Green Goblin cleared his throat. “*Primary*- Actually, what the heck, let’s just skip straight to twenty.”

Thwip. But the smugness on Gobbie’s face didn’t last long when a strand of webbing latched onto it. Green Goblin was tugged forward, whilst, at the same time, Kaine hurled himself upwards. Yes, it hurt like crazy, but it was worth it to watch the Goblin’s oversized chin collide with Kaine’s oversized fist.

Crack. The Goblin was sent tumbling into a mirror on the wall, collapsing amid a shower of even more glass.

“So… let me… get this straight.” Though every twitch of his muscles burned, Kaine rose to his

full stature. He stepped towards his foe. “You got handed the cheapest, most low-effort way to beat me, and you *still* couldn’t do it?” Talking was getting easier – The pain was already subsiding. “Well, I don’t even have to unmask you now. There’s only one person you could possibly be, *Harry*.” He said the name a moment before yanking off the mask and tossing it aside.

“*Primary-*” Harry was cut off by yet another first to the face.

“Yeah, nice try,” said Kaine.

“W-What now?” Harry managed to raise his head, though he had to spit out some of the blood pooling up in his lips. “You gonna kill me like Pete killed my dad?”

“Gee, I don’t know if I want to anymore.” Kaine brought his hands to his hips. “At this point, it’d be overkill.” He shook his head. “Poor Harry. So jealous of me that you had to resort to LARPing as your daddy to make yourself feel better. Even if you did manage to kill me, what did you think would happen? Your mom would pat you on the back and make *you* Oscorp’s new poster boy?” With a laugh, Kaine knelt down to ruffle Harry’s hair. It’d gotten all messy from the sweat. “C’mon, it’s pretty obvious why Oscorp chose to clone *Peter*. You know how much Norman loved him.” Alright, that was enough taunting. Kaine turned around, satisfied, and coolly walked away. “He was like an *actual* son to the guy.”

Oop, spider sense again. Kaine spun around to discover a pumpkin bomb hurtling towards his face. *Cute*. In one smooth twirl, Kaine webbed the thing and returned it to sender.

There was an explosion that sounded like laughter. Then screaming.

For a moment, Kaine stared at the twisted mess lying before him. “Oh my god, did you seriously just…? Dude, this is *so* perfect! Now I don’t even have to bother ripping your face off!” The screaming was drowned out by howls of glee. “*Whoo hoo!* I’m not the ugliest guy in the house anymore!”

Too bad Kaine didn’t get long to enjoy his handiwork, though. Next thing he knew, Emily burst through the bedroom door, followed by a squadron of security guards. Hmm, interesting that they chose *now* to run in here, after the sound of explosions had already died down.

“Harry-?” Emily’s eyes fell on the sniveling little boy in the goblin suit. For once, her demeanor was far from stoic. “*Harry!*” Instantly, she was at his side, nursing his face in her hands – not that it was much of a face anymore. But the next instant, Emily’s gaze was fixed on the other boy in the room. “What did you do to my *son?*”

“Hey, it’s not *my* fault your kid’s a loser!” Kaine held up out his arms. “I was minding my own business when Harry came in guns blazing-”

“*Traveller. Don’t move.*”

And now Kaine’s muscles were back to being coiled like a overwound spring.

Emily looked to her guards. “Kill him.”

All dozen or so men aimed their weapons at Kaine. And that would’ve been the end of him – except that when he shut his eyes, all Kaine could see was Gwen’s face. And it also helped that, with how hard his spider-sense was tingling right now, ignoring it was basically impossible, anyways. Moving hurt. Heck, at this point, thinking hurt. But despite all odds, Kaine managed to tumble out the window moments before the hail of bullets hit.

Now, managing to web-swing was a different story, but really, the pavement below wasn’t the

worst thing Kaine had ever had to endure.

By now, it was pitch black out, or as close as it ever got to that in Manhattan, anyways. Every cell in Peter's body was screaming at him to go to bed.

"…never thought you could use nerd stuff to actually make something cool like web-fluid!" Flash's voice reverberated off the living room walls. "I always thought it was dumb and boring."

Peter wished it actually *was* dumb and boring so he could put Flash to sleep. Peter slouched forward in his armchair, while Flash practically vibrated with excitement on the couch, wiggling his stubs.

"But seriously, man, thanks. For everything." Flash grinned at the Spider-Man mask in his hands. "Spider-Man *saved my life*… and it turns out I've been shoving him into lockers." But at this, Flash grew somber. Even his trademark hair curl drooped. "Guess I haven't done the best job proving I'm not a bully lately…"

"Flash…" Gently, Peter rose to his feet and drew near the couch. "Y'know, I think if Spider-Man himself explained that you got brain-jacked by an alien symbiote, Sha Shan would understand."

For the briefest of moments, a smile formed on Flash's face, but then it was gone. "Not tonight. I just… I need a nap." He shook his head. "God, everything's a mess. It's like, you add girls to the mix and life becomes a billion times more complicated."

A laugh escaped Peter's mouth. "Understatement of the century."

"Oh, that's rich coming from *you*." But at this, Flash shot him a smirk. "You're here rooming with- You've got- I mean, dude. *Duuuude*."

"It is *so* not what you're thinking." Peter, however, failed to share Flash's expression. He leaned forward, snatching the mask from Flash's hands. "Wait, actually, how much did the symbiote show you?"

"You mean besides the Madame Hydra roleplay-?"

"*That was just a daydream!*"

With a tiny creak, the door from the Watson bedroom to the Stacy-Parker bedroom crept open, and a genuine certified Watson crept through it, guided by the light of her phone and wrapped in a towel.

"Psst, Gwen, you awake? Can I borrow some sweatpants?" It turned out these summer nights were still cold enough to make sleeping in the nude unwise. "Forgot to do the laundry today. Guess I got distracted somehow…"

Mary Jane waited but received no reply. She crept her phone-flashlight over Peter's and Gwen's bed to confirm the girl was out like a light. Aww, bless her heart. Look at her, sound asleep, the bedhead slowly overtaking her hair. MJ couldn't help but watch her awhile.

At least until another light came on. MJ's head spun towards the source – Gwen's laptop. Looks like Gwen had forgot to shut it down, meaning it was still lying open on the bedside table.

Now, Mary Jane Watson was many things, but a snoop was not one of them. She was *going* to leave the laptop be and resume her hunt for clean pants.

But then the hushed voices hit her ears:

"*That was just a daydream!*"

"Hey, man, I don't judge-"

"Flash, look, I know how this whole thing seems. It's like, whoa, Mary Jane's into me *and* Gwen? That's the teenage boy Holy Grail, right?"

At the sound of her own name, Mary Jane was powerless to keep her head from snapping towards the screen.

"But it's- it's not a 'high-five, fist-bump' thing. Not really. M-Maybe some part of me thought it was at first, but… but I think Mary Jane's really in love with Gwen and me, and it's so *weird*. I mean, am I just crazy? Isn't that weird?"

"Yeah, it is kinda hippy-dippy…"

"Exactly! Like, maybe *MJ* can fall in love with more than one person, but *I* can't. I'm not a hippie! I want to have a wife and- and maybe even kids someday, and, *god*, I haven't even *told that* to Gwen, and because this is Mary Jane friggin' Watson we're dealing with, her very presence is making Gwen question her sexuality. I mean, I do trust MJ, but- but what if Gwen's really starting to *like* her? What if *I'm* really starting to like her?" There was a moment's silence. "Ugh, I'm sorry, this is way too much information. It's just, well, the symbiote already showed you everything, and… I guess I've had a deficit of guy friends lately."

"It's okay," the second voice said softly. "You know I didn't wanna invade your privacy or anything. I didn't *ask* the symbiote to show me all that stuff. And to be fair, I guess now Brock's got *both* our memories, so…" Onscreen, the camera picked up Flash's shudder. "But y'know what, Pete? I think I get it – MJ's a groupie. I used to have tons of those, and they were just into me because of my rep, but then I met Sha Shan, and- and she wasn't just hot, she was smart, right? And I really like her, and, the thing is, it was a million times better between us once I started thinking with my brain and not… y'know."

On the other side of the screen, Mary Jane bowed her head.

"Well, I think you're selling MJ a little short, there-"

And then she un-bowed it.

"-but I get your point. Thanks, man."

"No prob."

"Hey, Flash? I never thought I'd say this, but you're a great guy. Yeah, you had problems once, but you really grew up."

"Thanks, bro. You're a great guy, too."

After that, the conversation lulled, and so Mary Jane shut the lid of the laptop and crept back to her bedroom. It wasn't until sunrise that she remembered about the sweatpants.

This time, Frances's trembling hands managed to slide the paper under the correct door. She was positive – She'd triple-checked. Now all she had to do was wait for a response.

Just before the suspense managed to kill her, the paper slid back to her under the crack. And it looked like something had been added onto it in red ink. *A response.*

Frances's heart had never thumped this hard in her life, not counting that electroshock therapy. She knelt down, her hand hovering a tantalizing few inches above the parchment. This was it. The moment her entire life had been leading to. A few more inches, and…

"*Hey!*" barked a voice from behind her. "*How did you get here?*"

"No, wait-!" The next instant, Frances was being dragged off by a squad of guards. No, this wasn't fair! They hadn't even noticed the slip of paper lying on the damp floor. "You don't understand! I love him!" Frances fought against her captors, but it did no good. All she could do was helplessly kick-

"*I love him!*"

-and scream.

"*I looooooooooove hiiiiiiiiiim-!*"

Windows shattered. Walls cracked. And most importantly, the guards were sent hurtling away like cattle in a twister, ramming against the far end of the hallway with an audible *thwack*.

"Huh? Whuh?" What was going on? Her eye hurt. And hadn't her throat been hoarse a second ago? Why did it feel so much stronger now?

Frances stumbled back, clutching her left eye. It burned. The pain was enough to leave her shrieking again, sending out a fresh shockwave just in case any glass had survived the first one.

Frances stared at her own hand. With every passing second, the color was being leeched from her skin, leaving it marble white.

"I'm…?" She breathed. "…a superhero?" Yeah. Yeah, she was a superhero. Maybe now she could be one of the Avengers like Captain America or Super Grover?

"Ugh…" Back against the far wall, one of the crumpled-up guards let out a moan. "I *told* them we ought to screen inmates for late-blooming X-Genes-" Another shockwave from Frances's mouth shut him up for good, though.

Wow. Frances really *was* a superhero. This was so cool! "No, wait, this is a lot of power for one person to have." She took a steadying breath. "I need to be responsible with it."

Wham. The sound of an exploding cell door turned Cletus's head to the entryway. He'd been making some blood doodles on the wall, but now his attention was fixed on the newcomer. That pale white skin, raven-black hair, and glowing yellow eye kinda made her stand out.

"Knock, knock, Murder Muffin. Say hello to your new, improved *Shriek!*"

The first words out Cletus's mouth were, "Do you have it? The alien? Is it in your clothes?"

"Ooh, sorry, no," said the woman, slinking her way towards him. "But don't let that stop you from checking them…"

"*Eeeeeeeeigh-!*"

Invisible Woman would've had plenty of time to throw up a forcefield, but she'd been quite disarmed by the sight of Cletus hanging off Shriek's arm. Instead, she was sent hurtling into the waiting lounge's coffee table.

"*Suzie!*" For a moment, the Thing watched his teammate crumble to the floor. Then his head snapped towards Shriek. The next instant, he was charging.

Shriek would've screamed with or without the shockwave. Luckily, though, even Thing's stony hide was thrown by the attack. He crashed into the back wall, turning a seventy-year-old portrait of Vertros Ravencroft into splinters.

"Wow, babe." Cletus shook his head, grinning as he inspected the chaos. "That's some lungs you got on you. You just bitch-slapped half the Fantastic Four."

"Aww, it was nothin', Serial Kisser." Shriek gave him a peck on the cheek. "Wonder how I got these crazy powers, though…?"

"I might have an explanation," said a voice.

The couple turned their attention to the corner of the lounge. Seated there were the only two people who hadn't fled yet – One was the a guy Shriek recognized as Eddie Brock, and the other was some middle-aged dude in a hospital gown with glowy black skin and stark white hair, like the exact opposite of Shriek's white-skin and black-hair combo.

The man gestured to himself. "Mister Negative. Nice to meet you."

"Hi!" Shriek gave a pleasant wave.

"My body emits waves Negative Energy. Even with this inhibitor device suppressing my powers-" Mister Negative gestured to the collar on his neck. "-if you had a dormant X-Gene, my influence might have been enough to activate it. I believe my powers have enriched your own, much like they did our friend Venom here." He nodded to Brock, who seemed to be stuck inside some kinda big old bubble. "Oh, but small side effect, they might have made him a touch more murderously insane than usual."

"Us are Anti-Venom!" In an instant, Brock morphed into the iconic shape of Venom, only with the colors all backwards.

"Anti-Venom, huh?" Cletus gave his chin a thoughtful scratch. "Does that mean you're less of a buzzkill now about killing people?"

"US ARE ANTI-VENOM! US WILL BE THIS CITY'S HARMLESS ATTACKER! HA AH AH AH AH AH AH!"

"Anti-Venom says yes," said Mister Negative. "And for the record, I'm a fan of senseless slaughter, too."

"Ooh, ooh, babe, this is perfect!" Shriek have Cletus's arm an excited tug. "Don't you see? Mister Negative here made me into Shriek, so he's like my dad, and Venom's like my dad-in-law, and we all love killing people, right? The four of us can be a- a Carnage-Family!"

"Sounds good to me," said Cletus.

"And Frank can be like our conservative uncle who makes Thanksgiving awkward!"

Cletus returned his attention to the other two. "So if we free you guys, you wanna help us scour

the city for my alien?"

"*We'll kill anyone who gets in our waaaay,*" Shriek added in a singsong voice.

"You're talking about that red one, right?" said Mister Negative. "I might know where to start looking…"

"Whoo hoo!" Shriek let out a cheer. "Carnage-Family road trip!"

"Us will kill zero people!" cheered Anti-Venom.

"What? No!" scoffed Cletus. "We're gonna kill *tons* of people. We'll be causing as much chaos as we possibly can!"

"We'll break the glass ceiling of murder!" said Shriek.

"We'll reach our highest attainable capacity for slaughter!" said Mister Negative.

Anti-Venom let out a cackle. "Minimum carnage!"

Cletus was left shaking his head. "This guy doesn't get it…"

Carnivore

***Thebandragoness* presents…**

"Where's Ant-Man?" Shriek wondered aloud.

"Yeah, look at that." Mister Negative sat up from his seat at the table, shaking his head at the animatronics before them. "They completely left him out. Low-quality craftsmanship, I tell you."

"Boy, this place has got *terrible* service," said Cletus from the opposite seat (Shriek was, of course, seated on his lap). "They haven't even taken our order yet. Hey, lady!" He turned to bark at the nearby waitress. "You gonna take our order or what?"

The waitress didn't move a muscle – She just gave them that vacant stare again. Ugh, look at her, sitting slouched against the countertop when she was on the clock.

"Wow, *rude*." Shriek tossed a menu at her head, causing the waitress to topple over.

"Ha ha!" said Anti-Venom. "She's alive."

...the Carnage-Family…

MURDER SPREE!

DUN nun-nun-nun-nun!

Na na na NA-na-na-na…

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

DUN nun-nun-nun-nun!

Na na na NA-na-na-na…

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

Nineties comics edge,

Crimson slime,

Choppin' heads.

He will fill you up with dread,

And won't stop until you're dead!

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

BUM! BUM! BUM!

Na-na-na na-na-na-na!

BUM! BUM! BUM!

Na-na-na na-na-na-na!

BUM! BUM! BUM!

Na-na-na na-na-na-na!

BUM! BUM! BUM!

Na-na-na na-na-na-na!

You will be dead soon

And the city's totally doomed.

He will maim and slice up goons.

This can't be aired in kids' cartoons.

DUN nun-nun-nun-nun!

Na na na NA-na-na-na…

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

DUN nun-nun-nun-nun!

Na na na NA-na-na-na…

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

Car-NAGE Fam'ly,

Car-NAGE Fam'ly,

MURDER SPREE!

Car-NAGE Fam'ly,

Car-NAGE Fam'ly,

MURDER SPREE!

Car-NAGE Fam'lyyyyyyyy...

(guitar solo to the tune of the Carnage Rules song)

Car-NAGE Fam'ly,

Car-NAGE Fam'ly,

MURDER SPREE!

Car-NAGE Fam'ly,

Car-NAGE Fam'ly,

MURDER SPREE!

DUN nun-nun-nun-nun!

Na na na NA-na-na-na…

DUN nun-nun-nun-nun!

Nuh-NA-na-na-na na-na-na-na!

The early summer morning might have been chilly, but somehow, Reilly didn't think that'd be a problem for her anymore.

"It's gorgeous." Reilly pointed to the sky as she nestled herself in her boyfriend's armpit. Even when he was "flamed off," he was nice and toasty.

Johnny's baby blue eyes followed her gaze. From the roof of his penthouse, the moon looked gigantic above them.

"There are guys up there," he suddenly said.

Reilly rolled over to frown at him. "Up where?"

"On the moon. There are guys living up there."

"There are *not*."

Johnny was helpless to keep the smile from his face. "You are *really* overdo for one of my family adventures."

Reilly, likewise, was helpless to keep from laughing. "Oh, are they fun? That's funny, my family adventures just leave everyone traumatized."

Johnny laughed back, ruffling her hair. "So they're *normal* family adventures?"

"Right."

"Well, hey, how about I tag along with you next time? Keep yours from being *too* traum-" It was at this point that Johnny's phone buzzed, and he hurried to salvage it from the pocket of his super fancy designer pants. "Sis? What's up?"

Reilly caught the voice of Invisible Woman from the other end: "*Are you watching the news?*"

Ah, Central Park, one of Manhattan's most famous landmarks. Currently, the park was wowing tourists with its sweeping fields, the clear blue lake reflecting the sunrise, and the dozens of

mindless purple zombies shambling through the grass.

"Spare!" Spider-Man turned his arrival into a flying kick, sending Inner Demons splashing into the water, then released his web-line and landed with a backflip on the railing of a bridge.

"*Bwuh…*"

"*Bwah…*"

"*Bweh…*"

But Spidey's entrance, grand as it was, drew the attention of the horde. Mister Negative and his new chums didn't seem to be anywhere in sight, but Spider-Man figured he had to be close, given the sheer density of demons here.

"Ha, nice try, guys, but I know humans are always the *real* monsters in these th-" Spider-Man was forced to duck lest he lose a chunk of shoulder. "I-I'm sure this is a really cutting social satire-" He ducked again.

"Peter?" came Gwen's voice in his ear. "You okay?"

"Yeah, seriously, these guys can't organize or use guns or anything, so this is easy mode for me." Spider-Man punctuated his point via knuckles to the chin, sending some poor Inner Demon flying. "What about you guys?"

"Liz just got to the apartment," said Gwen. "I mean, Firestar's kinda perfectly suited for if any symbiotes show up, but I guess the tradeoff's having to stay here with her ex."

"Don't worry," Spidey said as he webbed up more demons. "When push comes to shove, Liz has always cared about Flash. *Even when she was hitting on me…*"

"Oh, you poor thing." And on that note, Gwen ended the transmission for now.

A couple minutes of demon-punching later, the Fantasticar fell from the sky and landed by the bridge (squishing a couple demons), and Spidey hopped over to greet its occupants. Out stepped the complete Fantastic Four – Human Torch, Invisible Woman, the Thing, and Scarlet Spider. No, wait.

"My fiancé is busy working on that Negative Energy Channeling Gun," Invisible Woman said in response to the look on Spidey's face (or, err, the way he'd contorted his mask's eyes, at least). "Hopefully that can fix this mess, but in the meantime we need to find the escaped inmates."

"And kick 'em from here to Yancy Street," added Thing, punching his palm. "That loudmouth broad ain't gettin' the drop on me again."

"Sure-" Spidey nodded. "-but why Central Park?"

At this, Scarlet Spider stepped forward, moving in lockstep with her new boyfriend (who wasn't currently on fire, to the delight of everyone who didn't want Central Park to burn down). "Get this, the news says a big red dog's been attacking people here."

"Really?" Spider-Man couldn't help but laugh. "Emily Elizabeth is in *troub-*"

"Yeah, I know, but it turns out it's a *really* big, *really* red dog."

"Oh. *Ohhhhhhhh.*"

“Which means we have to find Canine-age before the bad guys do,” said Human Torch.

He earned himself some looks.

“What? You guys got a better name?”

So much as remembering his own name took Eddie an effort. It was cold here. And dark. Eddie could still see out the slimy black eyes covering his own, but the available sights didn’t make that an enticing option.

Carnage. Anti-Venom had sided with Carnage – or Carnage’s former host, at least. And now with every passing second, more innocent people payed the price, either by being turned into Inner Demons… or…

This is our fault, Eddie Brock. A familiar voice spoke, though there was no sound involved. *Not yours.*

No, Eddie replied, *I’m the one who temped you with my hate. I just- I needed the high, and… I don’t know. I lost myself again.* And now he and the symbiote were prisoners in their own bodies, slaves of the Negative Energy coursing through their cells.

Eddie… The words were fainter this time. *Anti-Venom is consuming us. We don’t know how much longer we can protect your mind.*

Had he had control of his own muscles, Eddie would have bowed his head. *Maybe you shouldn’t bother.*

“Dad-in-Law? You okay?” Shriek turned in place, crushing some of the park’s prettier flowers beneath her black boot. This skintight black leather outfit she’d picked out at the mall was definitely a step up from that ugly old hospital gown, and it’d been especially nice of that dead receptionist to let her have it for free.

Across from her, Anti-Venom’s gooey black eyes were fixed on his reflection in Harlem Meer. “Us feel… happy.”

“Oh, that’s good to hear.” Shriek gave him a pat on his slimy white back, then returned her attention to her Bloody Beauty. Keeping it off the man was a struggle, really.

Cleety had merely picked out a plain red t-shirt and khakis, but he could make anything look great. There he stood in the middle of the park in all his splendor, his shoulders broad and his shiv at the ready. He was like Jesus, only Cletus was gonna be the *crucifier* and not the *crucified*. Cletus one, Jesus zero.

“Aww, babe.” Shriek leaned in to stroke his pretty orange hair. “Hasn’t this been the most romantic morning of your life? There’s been kisses and hugs and bloodshed and no stupid parents always screaming outside my bedroom. It’s a good thing you came into my life, Horror Honey, cuz let me tell ya, that kinda thing could’ve really messed me up otherw-”

“Yeah, that’s great, doll.” Cletus turned to Mister Negative. “Now you’re sure my alien’s here?”

“Yes, my saccharine counterpart healed a man who was mauled by a monstrous red dog,” said Mister Negative, straightening his tie. Unlike Cletus, he’d opted for the considerably classier choice of a business suit – colored white against a black undershirt, naturally. “It can’t have gotten far.”

“Well, the sooner we find it, the better.” Cletus let out a huff. “Then we can get some *real* killing done. We’ve barely slit half a dozen throats so far, and it’s been *forty-five whole minutes*.”

“Trust me, it’s better to swell our ranks with Inner Demons while we can.” Mister Negative glanced at the various pedestrians surrounding them, all of whom were now buff, purple, and shambling mindlessly. “With any luck, they’ll keep the local superheroes off our backs until we find your alien-”

“-and then I can finally high tail it out of this hero-infested city. I never shoulda left the old homestead down south.”

“And I’ll come with you and we’ll get married and have twelve beautiful children! Isn’t that right, my Massacre Man?” Shriek brought a hand to his arm.

Cletus responded in kind, meeting her eyes with a smile. “Of course, babe.”

Mister Negative, meanwhile, shook his head. “Such a shame I didn’t use my powers on those two Fantastic Four members Shriek knocked out. Now *there* would’ve been some Inner Demons.”

“Two of the most famous superheroes of all time?” said Cletus. “We’d have the whole world breathin’ down our necks. Trust me, it’s better to avoid the headache.”

Ugh, this was giving Gwen a headache. She wasn’t used to having this many visitors at the apartment. MJ and Flash were on either side of her on the couch, huddled around the laptop on Gwen’s knees, while Liz had gone off to the kitchen to steal some food (her fee for bodyguarding).

“Heeeeere, Carney Carney Carney!” came Peter’s voice from the speakers. “You’d think a giant monster-dog wouldn’t be so elusive…”

“Well, happy hunting.” Gwen moved the laptop to MJ’s knees so she could rise to her feet. “I’ll be back in a sec.”

A minute later, Gwen emerged out of her and Peter’s bathroom and into their bedroom, toweling off her hands. She would’ve returned to the living room, but a familiar tapping at the window caught her attention.

“Peter?” Was he back from Central Park already? Gwen hurried over to let him in. She was indeed greeted by Peter’s face… albeit a horribly disfigured version of it.

“Don’t scream,” said Kaine.

“*Eeeeeeeeeigh-!*”

“*Oh come on-!*” *Thwip*. Gwen’s mouth got covered by a web-glob, but it was too late.

The bedroom door had already exploded open to reveal Firestar’s yellow spandex. “*Gwen!*” On sheer impulse, Liz hurled a flaming baloney sandwich at Kaine’s head.

“Hey, watch it!” And also on purse impulse, Kaine extinguished it with another web-glob, knocking the sandwich harmlessly to the carpet. Then he tumbled through the window, gave Liz a good shove, and webbed her to the far wall. “I didn’t want it to be this way.”

Thwip. Before she could even think about running, Gwen found herself wrapped in webs and slung over Kaine’s shoulder. He tumbled back out the window, and for a gut-wrenching second,

they were free-falling. But then, of course, Kaine spun a web-line and swung through the city, depositing Gwen on a random rooftop a couple blocks over.

Even with her screams muffled, the fear must've bled through Gwen's eyes. As soon as he'd set her down, Kaine scrambled to soothe her. "Shh, shh, Gwen, it's okay, it's okay, I'm sorry. I'm know I'm an evil creep, but… I needed to see you again." Apparently, he thought stroking her cheek would help calm her. Yeah, sure. "Please, it's not gonna be fun, but I need you to look at my face. Just look at it."

With little else to do with her eyes, Gwen obeyed the order. Kaine still had on that black and red costume, and he was clutching his mask in his hand, meaning Gwen had a crystal clear view of his head. It was as nauseating as Gwen remembered, but something about it now seemed less scary, more pitiful. It made Gwen's stomach tighten. Her instincts were telling her the boy before her was Peter after a horrible accident, that he was in pain and needed her more than ever… but the rational part of her brain knew that was pretty darn far from the truth.

"You have to know I would never, *ever* hurt you." Gently, Kaine rested Gwen on her shoulder, then sat down beside her, cross-legged. "I-If I let you free, will you sit here with me and- and talk? That's all I want."

Gwen gave a nod, and so Kaine set to work ripping off her bindings. Once the stinging died down, she sat up on the cement. "Y'know, I would've talked to you *without* the abduction part."

"I'm sorry," Kaine said faintly. "I freaked out."

"It's okay." Gwen forced a breath. "You're right." She placed a cautious hand on his shoulder. "You're still Peter. I can see it."

Kaine gave a slow nod, then rested his own hand above hers, feeling her fingers.

He told her everything. Harry's unprovoked attack ending with a pumpkin bomb to the face, Harry's mom ordering Kaine's death… and Kaine finally managing to shake the brainwashing, though his head still burned even now.

"…didn't know where else to go," he concluded, "and there is literally no other person on the planet I wanted to see more right now. Except maybe Aunt May, but, I mean, I didn't think she'd take this quite as well." He shook his head. "I'm sure you went through this with Reilly already, but, y'know, in my eyes, it feels like… that night I failed your dad, my whole life got turned inside out. Like I'm being punished."

To her own surprise, Gwen hugged him tight. "It's not your fault. Not yours, not Reilly's, not Peter's."

"Gwen… I love you *so much*." He removed a glove just so he could feel her hair.

Gwen let him. "I love you, too, in- in a way." She had to hold back a shudder, though. "God, this is all so weird."

Kaine's fingers closed on her scalp. "Run away with me."

Oh. And to think for a second, Gwen had let herself relax. "W-What happens if I say no?"

"Nothing." His grip loosened. "Just thought I'd ask." A moment passed. "Can I kiss you?"

Her face was answer enough.

“Sorry, sorry, not trying to gross you out…” Kaine gave a wry smile. “Being cloned really sucks. Do *not* recommend.”

“Yeah, I’ll try to avoid it, thanks.” Gwen managed something resembling a laugh.

“Well, if you don’t wanna come wander the earth with me, I got no idea what to do with myself.”

Slowly, Gwen met his eyes again. They were every bit as big and brown as Peter’s, though the left one bulged a tad. “I have a suggestion.”

The rest of the gathered heroes had continued to whistle and call for Canine-age, but Spider-Man ended up hanging back near the park entrance to speak into his mask. “You’re *sure* she’s not hurt?”

“Yeah.” This time, it was MJ’s voice on the radio. “She says Kaine just wanted to talk. Looks like he agreed to-”

“One sec, MJ.” Spidey turned his attention to the clear blue sky above, where Human Torch was hovering over the trees (He was currently on fire, to the concern of everyone who didn’t want Central Park to burn down).

“Uh, Web-Head… You might wanna come see this.”

A moment later, the group of Spider-Man, Scarlet Spider, Human Torch, Invisible Woman, and the Thing had all gathered on the Great Lawn. Man, it was a beautiful morning to be outdoors. The dozens of Inner Demons here seemed to really be enjoying the weather.

But the more pressing issue was the group of Cletus Kasady, Anti-Venom, Mister Negative, and that new villainess calling herself Shriek, all of whom had gathered a couple meters across from our heroes.

“Hiya!” Shriek gave a pleasant wave to the newcomers. “Fancy running into you guys here! Swell day for the park, huh?”

“I don’t suppose any of you want to make this easy on yourselves and surrender?” called out Invisible Woman.

“Ooh, sorry, lady-” Shriek stepped forward, shielding Cletus with her body. “*-but I will NOT let you hurt MY FAMILY!*” The words were screamed with enough force to become a sonic shockwave, replacing all the grass in its wake with mud.

“Funny.” But before it could reach the five heroes, it was blocked by a forcefield-wall. “That’s what I was about to say.”

The next instant, chaos broke out. These superpowered brawls never could stay orderly for long. Now Thing was smashing through Inner Demons, Torch was spewing fire at Anti-Venom, Shriek was having a catfight with the thin air around her, and the spiders were flipping around to dodge Mister Negative’s plasma-blasts. And then there was Cletus, who seemed content to hide behind Shriek with his shiv at the ready.

“Stay away from my Sweetie Slicer, you meanies!” It looked like Invisible Woman had managed to pull Shriek’s hair, but that only made her yellow eye brighter and her sonic screams louder. A couple trees in the distance were wrenched from the ground.

“*Sweetie Slicer?*” Another second of gawking and Spidey would’ve been incinerated by a plasma-

blast. “Oh god, don’t tell me you and Cletus are…?” He shuddered. Peter *hated* those girls who were into serial killers. They were almost as bad as all the ones into Thor’s brother.

But what was even worse was Torch’s battle with Anti-Venom. Johnny landed a direct hit on the souped-up symbiote, but that only made Anti-Venom grow even bigger and buffer.

“Dang it, I forgot he’s like an opposite symbiote!” Spider-Man swapped with Torch – Torch flew off to trade plasma with Mister Negative while Spidey pounced over to give Anti-Venom’s torso a good punch.

“Ooh, so then he’s weak to water, right?” spoke up MJ’s voice in his ear. “Lure him towards one of the lakes!”

“Now, see, that’s a common misconception – Water’s not the opposite of fire at all. Sure, water’s capable of extinguishing fire, but that’s not because of any special property of the water itself. It just cuts off the fire’s supply of oxyg-” Spider-Man was forced to cut the lecture short as he dodged a white tendril. “Eddie, listen to me! If you’re in there, you have to fight this-”

“What a creative and original line!” Anti-Venom’s long, sharp fingers narrowly missed Spidey’s head.

“I, uh, don’t suppose *you’d* be more impressed by that line, Martin?” asked Scarlet Spider. She received her answer in the form of another plasma blast.

“Us have been going hard on you!” Anti-Venom let loose a cackle. “No more Mrs. Mean Gal!” He lurched forward. With the added boost from Human Torch, he was a head taller than the Thing.

Oh, that couldn’t be good. Spider-Man winced, readying his butt for kicking, but then…

“*Arf, arf!*”

…the head of every last hero, villain, and demon snapped towards something to the immediate right of the brawl. Camped out at the edge of the trees was a pony-sized dog covered from head to paw in red slime, resting on its laurels and wagging its tail. The way its panting tongue lagged out its mouth made the overgrown puppy look like it was smiling at them, especially when coupled with the rows of pointy fangs beneath its gooey white eyes.

The battlefield, chaotic a mere moment ago, had gone still.

“It’s… It’s…” Cletus’s eyes were wide and quivering. “IT’S HERE! GET IT!”

At once, every single competitor was charging for the same location. Unfortunately, this had the result of making the dog bolt for it. Cue Yakety Sax.

Gwen shoved aside her saxophone case, instead grabbing the bottle under her bed. Then she turned back to where Liz had been webbed to the wall, aiming the nozzle. “I’m ready.”

Carefully, Liz let out just enough flame to burn off her web-restraints, and then Gwen sprayed it down with extinguisher before it could so much as scorch the wallpaper.

The moment they were free, Liz’s arms were around Gwen’s waist. “Are you okay?”

“I’m fine,” Gwen said. “You really don’t have to worry.”

Liz's head drooped. "Guess I haven't been much of a bodyguard…"

"It's okay, Liz…"

After that, the girls returned to the living room, where Mary Jane and Flash were waiting on the couch.

"You wanna take over as mission control?" MJ offered her laptop back.

But Gwen declined. "Actually, this little ordeal's got me thinking…" Her eyes traveled to the extinguisher spray in her hand. "For a while now, I've been sick of being nothing but an extra thing for Peter to worry about. You can only get damsel-in-distressed so many times before it gets old." She turned back for her and Peter's room. "You guys watch the laptop. I've got an idea to help Peter…"

"Really? Cool!" Flash looked like he'd have hopped up off the couch to follow her if not for, y'know. "What is it?"

"You'll see when it's done." And on that cryptic note, Gwen shut the door behind her.

Alright, there was no time to waste – Gwen wasn't sure how long this would take. She pulled up a chair at the workbench across from her and Peter's bed, then hurried over to the back closet. She'd have to break into Peter's web-fluid supplies. Hopefully he wouldn't mind.

The group had ended up chasing that dumb dog all the way to the Reservoir. Spider-Man would've had to stop to catch his breath if not for, y'know, his superhuman stamina.

Once it was cornered at the edge of the water, the dog managed to slip through a cluster of Inner Demons, knocking them away with a tendril, and dash for the cover of the trees…

"Need a *hand?*"

…only to be snatched up by a giant, rubbery hand.

"Reed!" the other three FF members cried out in synch.

A pair of massive legs stepped onto the grass, then shrank down to reveal Mister Fantastic attached to them. In one of Reed's hands was Canine-age, biting and scratching to no avail, and in the other was some kinda big, crazy, sci-fi laser rifle-looking thing.

"Oh, *tell me* that's the Negative Energy Channeling Gun," spoke up Scarlet Spider, who'd been caught in a brawl with some demons off to the side. "I'll forgive you for the pun if you tell me that's the-"

"NO!" But across from her, Shriek seemed somewhat less enthused. "Let the doggie go! THAT'S OUR FAMILY PET!" It was her loudest scream yet, and it happened to be aimed squarely at Invisible Woman.

Invisible Woman conjured up a forcefield bubble, but this time, the sonic blast tore right through it, sending her flying across the grass.

"*Susan!*" Mister Fantastic's neck stretched towards her, which was all the distraction Mister Negative needed to blast him. Fantastic cried out, dropping dog and gun alike. His massive, disgustingly stretchy body collapsed to the ground, unconscious, though luckily that energy hadn't been enough to make him go all Inner Demon on them.

Mister Negative aimed a dramatic finger at the weapon. “Demons! Destroy that gun at all costs!”

So now Spider-Man was scrambling to protect the gun from the swarm of Inner Demons and Mister Negative’s plasma blasts. He’d have liked some help, but it seemed Thing and Johnny were too busy fending off their KOed teammates from the advancing Anti-Venom.

And then there was Canine-age. The dog’s first impulse had been to run away again, but it’d found its path blocked by a red-haired man.

“C’mere, boy!” Cletus called out, clapping his hands on his knees. “C’mere!”

“No, no!” Scarlet Spider landed across from him, clapping her own knees and whistling. “Come to me, doggie. Who’s a good boy? Who’s a good boy?”

The dog hesitated, its head darting back and forth between the two.

“Remember me?” Scarlet said. “You bonded to me for a bit before. Wasn’t that so much better than bonding with Cletus?” Given her comparatively less insane demeanor, Spidey was gonna guess Scarlet was only saying that to get the dog away from the serial killer.

“It *WHAT?*” Cletus didn’t seem to have picked up on that, though. “No! It only loves *me!*”

Even on his own, Spider-Man did a serviceable job protecting the gun. Wish he could say the same for Torch and Thing, though. Now that he was stronger, Anti-Venom managed to grab Thing’s head and smash him into the cement walking trail beneath them – repeatedly. Then, before Torch could fly to safety, Anti-Venom dunked a tendril into the Reservoir, then opened up the giant mouth on his stomach to squirt water like some kinda really screwed up Pokémon. Torch was hit with the force of a firehose, flaming him off and knocking him out cold.

“Um… Scarlet…?” So just to recap, now the entire Fantastic Four had been taken out of commission, meaning Spidey and Scarlet were on their own against Mister Negative, Anti-Venom, Shriek, and bottomless numbers of Inner Demons.

Spider-Man punched away an incoming demon, then snatched up the Negative Energy Channeling Gun with a web. He aimed it at the Inner Demons, stepping back as they closed in on him. Sheesh, when had his life gone from the superhero genre to survival horror?

Okay, okay, he could do this. All he had to do was aim the gun and pull the trigger, right?

…Except this gun didn’t have a trigger, it had buttons. Three dozen of them, to be exact, all unlabeled. Spidey was sure that design choice made perfect sense in Reed Richards’s head.

Meanwhile, Canine-age looked quite torn between Cletus and Scarlet. Not because it was indecisive – It was making a beeline for Scarlet Spider. No, it was looking torn more in the sense that the canine itself ran into Scarlet’s arms while the symbiote ran into Cletus’s.

“*No-* Hey!” Scarlet was distracted a moment by a grayhound licking her face, but she managed to shoo the pupper away. The dog fled to safety, but… something told Spidey that he and his sister wouldn’t be given that luxury.

And that something was a grinning, cackling, slime-covered maniac standing across from them. “Yes. YES! *Ah ha ha ha ha ha ha-!*”

Shriek hurried to Carnage’s side, wiping her eyes. “Ohh, it’s just like Christian the lion!”

Whoops, Spider-Man had spoken too soon. He and Scarlet were on their own against Mister

Negative, Anti-Venom, Shriek, bottomless numbers of Inner Demons, *and Carnage*. God, even all those nightmares Peter used to have hadn't been *this* dire.

The Spider-Siblings could only huddle together, cowering by the edge of the lake. The temptation to press random buttons on this gun was rising…

Carnage's group took a collective step towards the spiders, keeping their plasma palms, demon mooks, sonic-shooting mouths, tendrils, and ax-shaped hands at the ready.

"Martin, please!" Scarlet Spider called out. "Is this really what you want?"

"And I know you're still in there, too, Eddie!" Spider-Man added.

"Martin…" At the very least, Scarlet got him to meet her eyes. "Even the jerks, remember?"

But Mister Negative merely sneered. "Ah, yes, that was one of Mister Positive's many sentiments, was it not?" He raised a crackling palm. "Well, such tripe is easy to preach when it remains untested, but I'm afraid you'll find the real world doesn't make for such comfortable truisms." His palm glowed ever brighter, and then…

Wham. "I've heard of Negative Nancys, but this is ridiculous!" A black-and-crimson figure sprang from the trees, propelled by a web-slingshot woven between two trunks, and gave Mister Negative a nasty kick to the back.

"*Kaine!*" Spidey and Scarlet started towards him.

"It's *Spidercide!*" he hissed. "Just cuz I'm an antihero doesn't mean I don't have a secret identity-"

"What?" Shriek drew back, huddling towards her boyfriend. "There's *three* of them?"

"I escaped Oscorp's brainwashing," said Kaine, landing beside his siblings. "Long story."

"I never lost faith, bro." Scarlet Spider managed to give him a nod whilst also giving an Inner Demon a punch to the face. "Also, quit trying to make 'Spidercide' a thing."

"You're totally forcing it," added Spider-Man, backflipping onto a demon's shoulders so he could pop its noggin.

"Keep talking." Kaine, meanwhile, continued his attack on Mister Negative. "I'm channeling my hate into strength Red Lantern-style." Kaine's moves were notably more precise than his sibling's, not unlike Daredevil's. He ended up webbing Mister Negative's hands to his torso, leaving the guy squirming in a web-cocoon while Kaine loomed over him. "Don't worry, you can probably plasma-blast your way out of there. I mean, if you don't mind blowing yourself up."

"Leave my daddy alone!" Shriek sent some sonic blasts their way, but the spiders dodged, meaning the only ones to get hit were Inner Demons. "Other daddy, get 'em!"

On command, Anti-Venom lurched forward, swinging his claws.

"Hey, big guy." Kaine held up a fist. "We got a present for ya."

Spider-Man did likewise. "From our family to yours."

Strong as Anti-Venom was, it seemed two spiders was more than he could take. He tried to swat them with his tendrils, but Kaine managed to distract him long enough for Spidey to give Anti-Venom a kick to the head. The beast was knocked into the grass, then sprayed with four hands'

worth of web-fluid to keep him there. Anti-Venom was strong enough to break out after a couple seconds, of course, but those couple seconds were spent withstanding a flurry of fists and feet (Spidey even pistol-whipped him with the Channeling Gun, but then he realized maybe that wasn't the smartest idea ever). By the time Anti-Venom pulled himself upright, a punch to the chest toppled him right back over, unconscious.

"Yeah! Spider-Bros!" The victors high-fived.

"Actually, though-" But then Kaine turned his masked head. "-where's our sist-?"

He was answered with a scream – and not from Shriek for once.

"*Scarlet!*"

She'd been hoisted into her air, her mouth covered in slime and her limbs bound by a swarm of red tendrils. Scarlet struggled with all her might, but she was helpless as Carnage dragged her off towards the trees.

The brothers sprang towards her, but then Shriek really did scream at them, and they were sent skidding back through the grass.

"Scarlet, was it?" Carnage's voice carried across the field. "You seem like a nice enough gal and all, but I'm afraid I do have one teeny, tiny little grievance to voice…" There came a disheartening *crack*. "*THe aLiEN isss MINE*." And then another one. "*nOt yOuRsss*." And another. "*NoT! YOURS!*"

"*Reilly!*" Peter and Kaine reached the trees right as an ax-shaped hand darted through the air. But by the time they made it to Reilly, Carnage had already tossed her aside so he and Shriek could flee into the safety of the trees.

"*Reilly! Reilly! God, no-*" Peter was the first to reach her. How many times was this now? Lord, he couldn't even remember. "*Sit tight, sis. We got you.*"

"*H-Hey, bro.*" Gently, Reilly's head was pressed to Peter's chest – an act that left his spandex heavy and wet. "*Sorry… about… this.*"

"*Reilly, hang on, we'll get you to a hospital.*" Peter sealed her up with webbing. It took the whole rest of his cartridge.

Reilly peered up at him. "*You're gonna have to be Spider-Man for both of us.*"

"No need." Peter tugged off her mask. Ran a hand through her hair. Even when swollen, her eyes were as deep and brown as ever. "You'll pull through. I know you will. You're- You're *me*."

Her head moved ever so slightly. A nod, maybe? "*Clone or not.*"

Herbivore

"Gwen?" Mary Jane opened the door to find Gwen standing in front of the closet at the back of the bedroom, back turned.

"Oh, h-hey." At MJ's arrival, Gwen hurriedly wiped her eyes. For a moment, MJ wondered if she'd heard the startled cries from the living room, but then Gwen turned to reveal a grin on her face – a genuine one, not a forced one. MJ was kind of an expert at telling the difference. "Sorry, got distracted by- by a thing. I was about to start working on the-"

"*Gwen…*" The weight of MJ's voice cut her off.

The grin vanished. "MJ? What happened-?"

"*It's Reilly.*"

Time had slowed to a crawl. It felt like Kaine was running through molasses to get to his siblings' sides. Peter looked up at his brother's approach. Kaine's forehead was quivering, making the crimson eyes of his mask do likewise. The brothers remained there a moment, one sitting in the grass to cradle their sister in his arms, the other standing behind him.

"*Reilly?*" spoke a voice from behind. The brothers turned to find Mister Negative gawking at them from across the field, still in his web-cocoon. "Reilly Parker? That- That can't be…"

He let out a scream, causing a wave of negative energy to burst out of him and wash over the swarm of Inner Demons. One by one, they reverted back into regular old parkgoers, falling unconscious alongside Mister Negative himself.

But more importantly, the wave seemed to have roused Mister Fantastic from his nap.

"Dr. Richards, Dr. Richards!" Spider-Man scrambled to the man's side, all but shoving Reilly into his rubbery arms.

"Oh my-!" Instantly, Mister Fantastic stretched a finger to press a radio receiver in his ear. "*H.E.R.B.I.E., medical emergency, stat.*"

Moments later, a swarm of H.E.R.B.I.E. drones was carrying Reilly off on a stretcher.

Soon as that was taken care of, Mister Fantastic retrieved the Negative Energy Channeling Gun from where Peter had let it fall in the grass, then stretched his fingers around it in a swirl of button-presses. The gun hummed to life, glowing neon blue. Mister Fantastic aimed it at the two supervillains lying before him, causing them to burn with a brilliant purple energy that was promptly sucked into the barrel à la proton pack.

The result was that Mister Negative reverted to plain old Martin Li, while Venom's slimy skin regained its usual blackness. The moment the lightshow died down, the symbiote sprang off the unconscious Eddie and slithered for the hills, but frankly, at this point, chasing after it was the last thing on Peter's mind.

He and his brother were more concerned with hunting a different symbiote.

Shriek sped through the trees alongside her Amour Alien. Carny-poo wasn't even stopping to

behead the terrified passerby, so Shriek knew he was in a *real* hurry.

Mid-sprint, Shriek found herself clutching her left eye. “Oh, I think it stopped glowing.” Out of curiosity, she let out a sonic scream. This time, it barely made the trees wobble, let alone uproot themselves. “Uh oh. Guess my mutant powers aren’t so good without Daddy Negative boosting ’em.”

“Wonderful,” said Carnage without turning his head.

“Sweetie?” Shriek was left panting. He was starting to trail a good few feet ahead of her. “I don’t mean to criticize, but didn’t you say killing superheroes wasn’t worth the heada-?”

“I needed my alien!” Carnage spat, pointing his lanky tongue at her. “*My* alien! *Nothing* matters more than it.”

“Ah, don’t worry, babe, I get it,” Shriek assured him. “I love your alien, too. You wouldn’t be complete without it, now would ya?”

As they ran, the symbiote morphed itself into a red t-shirt, complete with a baseball cap over Cletus’s eyes to hide his infamous face. “I gotta disappear. Gotta get off this stupid island.”

“Ooh, cool transforming trick!” Shriek gave him her most innocent smile. “But, uh, Carnage Cupcake, I can’t really do that kinda thing, and my skin’s all pale white now. How am I gonna hide with you?”

Cletus halted his sprint. Slowly, he turned to face her. Ohhhh, that intensity in his eyes made Shriek’s heart pound.

“*No.*” By the time the brothers reached the edge of the thicket of trees, Carnage was long gone. But Shriek wasn’t. Not quite yet, at least.

Almost the moment the sight hit Peter’s eyes, he pressed the side of his mask, shutting off the camera and radio. They didn’t need to see this.

“*Dr. Richards! We got another one!*” Kaine ran back through the grove while Peter hurried to the woman’s side.

“*I have you, miss. It’s gonna be okay.*” For the second time that morning, Peter cradled a woman in his arms. She tried to pull herself upright but instead ended up throwing the brunt of her weight on him. It wasn’t much.

“I- I don’t understand.” Her eyes were on Peter, but she wasn’t seeing him. “All I wanted was a…”

“*Shh, shh, shh.*” Peter held her, as if to make sure she was real. It felt dreamlike – There was a view of the grass through her torso.

“I loved them.” You’d think her pale white face would look all pointy like a Disney villain’s, but it was actually a bit soft and rounded. She must’ve been beautiful once. “Both of them. Why… couldn’t they…?”

Peter waited a moment, then shut her eyes.

It had to get out of here. Had to get away from Brock – It’d done enough damage to him. Or

really, they'd done enough damage to each other.

The symbiote wound through the grass at speeds it'd thought impossible without a host. If it could just find Flash Thompson, if it could just apologize…

It'd have to find a temporary host to carry it to his house, but this park had long since evacuated. The symbiote was almost to the edge of it, though, and then the city would provide countless choices to-

Thwonk. "Got'cha."

One instant, the symbiote had been hidden in the grass. The next, its whole body was trapped inside a transparent cylinder.

What? How-? The symbiote slammed against the side, but it did no good. The cylinder's bottom had snapped shut somehow, slicing off a few flecks of the symbiote's body, and now it was helpless as its prison was heaved into the air.

No. *No.* It couldn't go back to that terrarium. It couldn't…

But, the symbiote suddenly realized, the person holding the cylinder was not the stretchy man.

She had a breathing tube up her nose and she was in something approaching a full-body cast, but the important thing was that her chest was steadily rising and falling. Quite a crowd had gathered at her bedside in the Baxter Building's infirmary. For a clone created by a mad scientist, the girl certainly had a circle of friends: Peter, Gwen, Mary Jane, Eddie, Liz, Flash (in one of the X-Mansion's many spare wheelchairs), the Fantastic Four, and even Kaine lurking at the back of the room.

But most striking of all was the man on his knees by the bed, still in his white suit. An hour ago, he'd had glowing black skin and a horde of Inner Demons at his beck and call, but now he seemed so much smaller, so much warmer.

"If there's any way my organization can aid Reilly's recovery…" The man bowed his head. "It's the least I can do for her."

"That's kind of you to offer, Mr. Li," spoke up Mister Fantastic, "but I should be more than capable of that on my own."

"If you're sure…" Mr. Li let out a sigh. "It lacks the instant gratification of Mister Positive's methods, I suppose, but it's what must be done."

Next, Mister Fantastic turned to address the group as a whole. For once, he wasn't stretching himself out. The atmosphere in here wasn't quite right for that, Peter guessed. "I'm not going to sugarcoat it – If Reilly had been taken to any other hospital on the planet, she'd be dead right now. My facilities can emulate her vitals indefinitely, but a full recovery will require me to entirely regrow a majority of her organs. It's a delicate, time-consuming procedure that my medical drones can't handle on their own. My direct supervision will be required, and until it can be done, it's best Reilly remain sedated." He paused, shutting his eyes. "And what's worse, I've just received a call from S.H.I.E.L.D. Mole Man and his Moloids are trying to freeze the Earth's core and cause humanity's extinction-"

"Not again!" groaned the Thing.

"-and the Fantastic Four are the only ones with the technology to stop it."

“Fantastic *Three,*” Johnny said tightly, stepping towards Reilly. “I’m not leaving my girlfriend-”

“But Johnny, your powers are integral to my procedures to reheat the core!”

At this, Johnny faltered. “Fine, fine.”

“I’m sorry, Johnny.” His sister placed a hand on Johnny’s shoulder. “It’s the way it has to be.”

“We’ll kick his wrinkly butt extra fast for ya,” added Thing.

“Yeah… Guess we’d better get to the Fantasticar, then.” Johnny knelt to kiss Reilly’s forehead, then led the FF in slinking out the infirmary door, which slid open horizontally, Star Trek-style.

But at the exit, Invisible Woman paused to give the Peter and friends a reassuring look. “Peter?” she said in an undertone, glancing over to make sure Mr. Li wasn’t eavesdropping (Maybe he could infer Reilly’s cousin was Spider-Man anyways, but hopefully he wouldn’t be that nosy now that he was no longer a walking photo negative and all), “thank you for trusting us with your secret identity.”

“Well, I figured I might as well, since you already knew Reilly’s…”

“All the same, if you ever need our help again, we want you to know our family is here for yours.”

Peter managed a smile. “Thanks, Miss Storm.”

Behind his big sister, Johnny turned to Peter. “Maybe we can all have a cookout together somet-? *Oh my god, gross, you’re like Reilly as a dude.*”

“*Johnny.*” And with that, Invisible Woman ushered him out the door.

As soon as they were gone, Peter returned his attention to his remaining group of friends. But the group’s ranks, he discovered, had shrunken by one more.

“Kaine.” Peter found him on the Baxter Building’s roof, shivering in the biting wind. Between his slouchy posture and the jet black hoodie hiding his face, Kaine couldn’t help but look like the Shadow to Peter’s Sonic. Peter could practically hear Metallica in the background.

“News says there’s a trail of butchered corpses from here to Jersey City,” Kaine didn’t turn his head. “He thinks he can touch my sister and then just run away.” His fists clenched. “You have a life here in Manhattan. You can’t leave… but I can.”

“I get how feel, Kaine.” Peter pulled himself over the wall and onto the rooftop’s edge, hurrying to his brother’s side. “But you can’t just run off. At least let us take you to Professor X for some de-brainwashing first-”

“My head is *fine,*” Kaine said through gritted teeth. “Every second I waste is another innocent’s death I could stop.”

“Yeah, well, Carnage is no pushover. Couldn’t you take Firestar with you-?”

“No one else gets put in danger because of me.” In one motion, Kaine tugged off his hoodie and tossed it to Peter, revealing the red and black costume underneath. “And I can take care of myself. All that grueling training wasn’t for nothing.”

Peter found his chest tightening. Kaine was half a head shorter than him, seeing as, like their sister, he was physically six months younger than Peter. Peter practically towered over the kid.

"Besides, Oscorp will be looking for me." Kaine retrieved his mask from his costume's pocket, then slid it over his head. "Best to make myself scarce."

"Well, if you're dead set on leaving, I guess I can't stop you." Peter took a breath. "But, hey, thanks for saving my skin today… Spidercide."

There was a moment's silence. "Nah, you guys were right, I need a better codename. And a better name than 'Kaine,' too, really…"

"We can brainstorm once you get back."

"Yeah. Guess so." Finally, he got Kaine to look back at him. "But really, you should be thanking Gwen. She's the one who convinced me to do the saving."

A smile snuck its way onto Peter's face. "What can I say? The girl knows her stuff."

But within seconds, Kaine had turned back towards the horizon. "Take care of her, Pete."

Peter nodded. "Promise."

Kaine swung off without another word. Peter watched him shrink smaller and smaller until he finally vanished beneath the setting sun.

Liz had offered to walk Flash home, but Flash had declined. Honestly, her being a mutant had only made things all the weirder between them. Besides, Flash would rather roll his wheelchair down the streets of Forest Hills by himself. Gave him more time for a private phone call.

"…escaped during the Doctor Doom thing and hitched a ride on my wheelchair," he was saying. "You know if I'd been myself yesterday, I would never, *ever* have-"

"I know, Flash," replied the wonderful, wonderful voice on the other end. "It's all forgiven. And hey, at least we got a heck of a story to tell our grandkids, right?"

"Right." Flash laughed less because of the joke and more out of relief. "I-I can't believe you're taking it this good."

"Well," Sha Shan said with a sudden, mysterious air, "let's just say something really cool's happened to make up for the alien-induced trauma."

"Something cool?" Flash blinked. "Like what?"

"Just hurry home…"

Flash's curiosity was officially piqued. The moment he reached his doorstep, he stowed away his phone, rolled up the ramp, and threw open the front door to discover… his mom tackling him with a hug.

"Flash, honey," she said, hurriedly straightening his hair as she ushered him in, "we, uh, we have some house guests…"

"There's a SUPERHERO in our house!" blurted out Jesse from behind her. "And a PIRATE!"

The guests were waiting in the living room. But the funny thing was, the sight of them wasn't

nearly as important to Flash as the regular old teenage girl waiting there for him.

They shared a smile, Sha Shan squeezed Flash's hand, and then the boy and girl turned to face the man and woman before them.

"Mr. Thompson." The man leaned back on the couch, sipping coffee from a mug. Wait, Flash recognized that mug – It was one from his family's own cabinet. And one Flash would never allow them to wash ever again. "Nick Fury." The man leaned forward, extending a hand. Flash saw how Jesse might've mistaken that black trenchcoat for a pirate's, and the, uh, eyepatch probably hadn't helped matters. "Agent of S.H.I.E.L.D."

It took Flash a moment to accept the shake. He'd been busy forcing his jaw shut.

"And this is my associate-" The man nodded to the woman leaned against the wall behind him. "C-"

"MISS MARVEL!" Jesse looked one more superheroine away from exploding in a spray of blood and organs.

"Carol Danvers," the woman said, ignoring her, "Agent of S.W.O.R.D." Despite her colorful red leotard with a star-design chest logo, the blonde's voice was anything but campy. "We were hoping to have a word."

Peter, Gwen, and MJ stood on one side of their apartment's living room while Eddie stood on the other. It hadn't escaped Peter that this was an exact recreation of their positions right before yesterday's teeny little argument. Peter hadn't meant to hover protectively over MJ's shoulder, but he'd ended up defying his own best efforts. And on MJ's opposite side, Gwen was looking a bit hovery herself.

"What I did was unacceptable," Eddie said, eyes on the carpet. "I'm not asking any of you to forgive me, but I want you to know I'm seeing a therapist and- and doing everything in my power to fix myself." He paused. "And the Connors are letting me crash with them until I get back on my feet, so you guys don't have to feel like you're kicking me to the curb or anything."

"Eddie-" Peter stepped towards him. "-an alien symbiote messed with your brain, and Mister Fantastic says you had Negative Energy in you the moment Li's powers woke you up. Who knows what was happening to your head? It's okay, man."

"And…" Mary Jane stepped forward, too. "…I forgive you for, y'know, the traffic thing. You were having a breakdown. Happens to tons of people when they get to college." A puff of air escaped her mouth. "And I know I never should've gone out with a college kid in the first place."

Eddie's shoulders slouched. "And *I* never should've asked out a high schooler in the first place. Honestly, I… I was trying to get back at Pete, and it was *screwed up*." He turned for the door. "If you guys never wanna see me again, I get it. We can intern on different days."

"Well, I guess we *could* do that." Gwen was the last to step forward. "But the thing is, Peter and I haven't taken our annual trip to the Smithsonian yet, and Mary Jane's not really big on nerd stuff, so…"

A Helicarrier. Flash was in a Helicarrier. Well, that or the afterlife. He almost had to be led down the cold gray hallway by the hand. His eyes and mouth were equally wide. Countless agents were running this way and that, chattering into their headsets about stuff Flash couldn't even begin to comprehend.

But he wasn't here for any of that. He was here for the clear cylindrical container currently being held in a, uh, distressingly reinforced-looking chamber.

The odd little group of Flash, Fury, and Miss Marvel came to a halt outside the cell.

"…S.W.O.R.D. was able to contact the Nova Corps about this issue," Miss Marvel was saying. "Apparently, some of Xandar's leading biologists had already studied the Klyntarian symbiote race in some depth, thus removing the need for Dr. Richards to do so here on Earth."

"With the current state of our planet being, well, the way it is," added Fury as he marched ahead of the others, "we need every advantage we can get. Problem is, the little piece of tar's decided to be real picky about who it bonds with."

"It asked for-?" Flash did a double take. "Wait, no, I'm not joining with that thing again! Last time, it almost-"

"Last time, it'd taken a bath in Negative Zone juice," cut in Fury. "Richards purged it." He shrugged. "Should be fine now."

"The symbiotes aren't inherently evil, Thompson," added Miss Marvel. "They're *people*, same as any other race in the universe. This one's agreed to work for us."

"Yeah, they're people," said Flash, glancing away. "People who eat negative emotions."

"They can eat positive ones, too." Miss Marvel turned for the cell door. "At least according to Xandar's experts. Sure, the positive emotions don't taste as good, but neither do Brussels sprouts."

"And we'll be making sure the symbiote eats *real* healthy," added Fury with a smirk.

"This alien arrived on this planet as a newborn," Miss Marvel continued. "It didn't know the first thing about laws or morality or even how to take care of itself. Heck, it drove its own kid insane almost immediately after giving birth. I can't help but feel bad for it, personally. We have every intention of helping this symbiote."

"Think of us like zookeepers."

"Right, except you take the animals out every so often to make 'em fight bad guys." Flash's eyes traveled to the window before them, giving him a clear view of the cell. Within the cylinder was a dark, swirling mass. It almost looked like a big jar of blackberry jam.

But then its swirling came to a halt. It seemed to have spotted Flash.

"Oh, oh!" A thought struck him. "So if I rejoin with it, do I get to be an Avenger?"

At this, Fury chuckled. "We got plenty of those already, Thompson."

Within the cell, the symbiote crawled upwards, pressing itself against the outer wall of its container.

"What we really need right now…"

The slime formed a handprint.

"…is an agent."

Emily virtually hurled her child onto the infirmary room mattress. He landed with enough force to startle nearby Oscorp staff.

"*Mmmom?*" Harry managed, peering up at her with damp, swollen eyes. "*What's goin' on…? M'face… hurts…*"

"It's alright, honey. It's going to be alright." She leaned over the cot to smooth his red hair. Bits of it had been dyed a shade darker than normal. "We're going to fix this. You're going to look handsome again. I promise you-"

"I… beg your pardon, ma'am."

A voice turned her around. Standing at the entryway was a gray, wrinkled, crestfallen man.

"I'm afraid Master Harry is to allow his face to heal as it is," Bernard said with a bow of his head. "Orders from on high."

The suitcase landed with enough force to startle nearby airport staff.

Mary Jane stared at it, panting. "Remind me why you're not carrying all the luggage single-handed, again?"

"Well, gee, what's the phrase, comes from the French…?" Peter shot her a smirk. "Oh yeah, *secret identity*." His eyes pointed to the countless onlookers traversing the airport.

MJ smirked back. "*Iron Man* doesn't have a secret identity…"

"Iron Man has his own income bracket," said Gwen, depositing her own suitcase on the conveyor belt thing.

"Alright, guys, let's get moving." Eddie trudged ahead of them, smiling and shaking his head. "Pete'll starve himself to death if you let him banter too long…" He walked off, leaving Peter alone with the girls.

"Well, then…" MJ made a valiant effort to load a suitcase onto the belt.

"Here, let me." But then Peter casually tossed it on.

MJ repaid the kindness with her most sincere smile. "Show off."

"Sorry you didn't want to come with us," said Gwen, drawing towards the other two.

"Ah, well, someone's gotta keep Reilly company." MJ batted a hand at them. "Still… I'll miss you guys."

"We'll only be gone for the weekend," said Peter. "But, uh…"

"…we'll miss you, too," finished Gwen.

Peter nodded. "Take care of yourself, MJ."

"Yeah," said MJ. "You got it, Tiger."

The three of them spent the next few moments standing in place. But while they were standing there, Peter and Gwen started doing that "couple" thing of theirs where they sent each other complex messages via their eyes. And Mary Jane was about to walk away from them. She really

was. In fact, maybe that was *why* it ended up happening. Like, right when they were about to separate, something snapped them back together.

But whatever the reason, something happened.

Peter was the first to move. He leaned in, and Mary Jane did that girly thing that she swore she'd never do where she let him lean her backwards like she was a frickin' fairy princess getting swept off her feet, but it was over as soon as it began, and then, like they were following a schedule, it was Gwen's turn, and this time Mary Jane was the one leaning forwards, but she didn't know if that was because of the difference in gender roles here or if she's just suddenly regained some fraction of her mental fortitude. Either way, it lasted almost exactly the same length of time as Peter's (again, the schedule thing), and then it was like, whoop, done now.

"Wow," said MJ, touching her fingers to her mouth, "why didn't you guys ever *tell* me you could kiss?"

And then Peter and Gwen stumbled backwards, moving almost in unison, and they squeezed each other's hands just to make sure neither was blindingly furious at the other over these shenanigans, and then Peter stammered something about not wanting to miss their train, and the lovebirds scurried off back towards Eddie at the runway, darting their heads around to make sure *too* many people weren't staring at their burning hot faces.

Mary Jane was pretty sure the plane took off at some point in the intervening minutes, which meant it was probably at the same altitude as her head right about now. After a bit of struggling, Mary Jane was able to point out to herself that she probably ought to leave now and walk to the subway. She even managed to make her legs move, so that was progress.

"Far… freakin'… out."

The airport wasn't empty. It was located in New York, after all. If anything, there was barely elbow room to spare. But damned if it didn't *feel* empty. Like the only things in the whole world MJ had for company were the flags hanging on the wall and the sliding doors by the exit sign and the overhead speaker announcing "*Flight 907 now disembarking from Grand Cayman Island*" in a bored-sounding voice.

End of Lesson 11

Alma Mater

Lesson 12: Graduation 101

"***When one door closes, another opens; but we often look so long and so regretfully upon the closed door that we do not see the one which has opened for us."***

– Alexander Graham Bell

Monday, July 8, 1995, 5:32 P.M.

Norman had hardly even touched his dinner, and it was *foie gras*. He swore, this woman did things to him.

"…not only in the media we consume, but in the very thoughts we harbor in our minds. Every person on this earth has the capacity for internal pluralism." He pointed at her with his fork. "But most simply fail to realize that potential, and *that* is one of the many things that separates them from *us*, Emmy."

"Christ, Norman, you could *teach* that class." Emily had ended up leaned forward over the table, palms on her chin. The tidy, brunette hair on her head was short, the string of pearls around her neck was long, her dress was elegant, her posture was informal, and overall she was a mess of wonderful, fascinating juxtapositions. "I'd listen to you for hours."

Norman checked his watch. "You already have."

It was at this point that the couple broke down laughing. It was also at this point that Norman made the rather unwise decision to snatch more champagne from the tray of a passing waiter. It was a mistake that ended with Norman crying out and frantically toweling off Emily's dress with a napkin. "Emmy! I'm sorry!"

She gripped his hand, freezing the napkin in place. Her lips drew towards his. "I forgive you."

Wednesday, April 22, 1998, 4:20 A.M.

She'd put on weight. Norman was about to point that out to her, but then she suddenly peered up at him from across the breakfast table.

"I want to go back to college." She had to raise her voice to ensure it carried.

"Why?" A sneer took Norman's face. "Am I not bringing in enough for you?"

At this, Emily rose from her chair. "This *can't* be the rest of my life, Norman. I- I need away from this. You have no idea how stressful it can-" It was at this point that the bundle of cloth in her arms started bawling. Emily sniffed, made a face, then called out, "*Bernard!* Harry needs to be changed again!"

The dark-haired butler gave a bow as he marched into the penthouse's dining hall. "Right away, ma'am."

Saturday, May 3, 2014, 6:07 P.M.

Emily chewed her foie gras, then swallowed mechanically. It might as well have been paste, it was so tasteless. Would it kill the chef to vary their palette every now and then?

Emily thought about saying this aloud, but then Norman rose from the table's far end.

"Where are you off to so soon?" Emily asked without looking up.

"Tech Flight meeting." Norman left the dining hall without another word.

Emily returned to her foie gras. Looked like it'd be another morning of crosswords for her. Ugh, sometimes she wished she *had* returned to college. Life was so dull here.

Thursday, September 4, 2014, 9:28 P.M.

"*Norman!*" The moment he was through the penthouse's front entrance, Emily was at his side, shoving staff out of her way. "What happened? Is Toomes still out there? Are you h-?"

"*I'm fine*." And Norman, in turn, shoved her out of his.

He marched to his room, posture straight as a nail, chasing off any staff in his way with a scowl. Norman locked the door behind himself, swung his head around to ensure the maid was absent, then walked towards his ultra king size mattress… and collapsed onto it.

He clawed at his chest, allowing the panting and gasping to finally overtake his breath.

Thursday, September 4, 2014, 11:42 P.M.

"…gaseous form provides a far less concentrated dose, allowing the body to better process it." Octavius nodded to the chamber before them. It was egg-shaped, occupied a majority of this room of the lab, and held three large, cylindrical containers at its top, each housing their own cloud of swirling, pea-green gas.

The sight of it made Norman's lips curl.

"In theory," Octavius continued, fidgeting with his thick, square glasses, "this should be quite a boon to our- our production of super-mercenaries." The admission left his bow tie quivering. "But it will require much more testing, of course. Heaven knows what number of side effects might have remained undetected…"

Norman stepped forward, touching a palm to the chamber's glass. "Of course."

Friday, September 5, 2014, 2:15 A.M.

Norman strolled across his private study so he could inspect himself in the mirror. He opened his bathrobe to bring his bare chest into view.

Not bad. Not bad at all. Norman had been far from scrawny before, but now his veins were positively swollen. This called for whiskey.

Norman moved to his cabinet to retrieve the bottle. He was mid-pour when the laughter hit his ears.

"*Who's there?*" Instantly, Norman spun around. His head darted about the study, but there was nothing. Nothing but the sharp, hideous, incessant laughter.

"*Who indeed?*" hissed the voice, laughing all the while.

With a soft *clack*, Norman set his decanter on the table behind him. "*Show yourself.*"

"Oh, I'd love to-" The voice acquired a sudden bounce. "-but I'm afraid your eyeballs can't spin one-eighty degrees."

Norman stepped into the study's center, continuing his search. For an irrational moment, his gaze snapped to the row African masks hanging on the back wall.

"Though I suppose you could always try the mirror."

On command, Norman turned back to it. His lips tightened.

"Hi there, Normie!" The thing in the mirror waved at him, then retrieved the mirror-world's decanter from the mirror-world's table. "Nice to make your acquaintance."

"You're…" Norman stepped backwards. The thing in the mirror mimicked the movement. "…a hallucination."

"And *you're* obtuse." The thing downed its whiskey in one gulp. "Just because I'm a figment of your drug-addled mind doesn't mean I don't have feelings, you know." It tossed the glass over its shoulder.

"Drug-addled?" The pieces snapped into place. "The Globulin Green."

"Bingo. Me!" The thing flourished a hand as it lurched forward. "Your greatest creation, here to bring you the thing your cold, crusty heart's always lusted after – power, and lots of it."

Norman could only watch, helpless, as the mouth in the mirror contorted into a sick grin. *His* mouth.

The laughter resumed.

Friday, October 24, 2014, 7:48 P.M.

Norman studied himself in the mirror. Not bad. Not bad at all. Originally, the flight suit's green and purple coloration had been to ensure the pilot's visibility in the upper atmosphere, but he'd been more than able to make the color scheme work with the new mask.

Norman's eyes traveled to the aforementioned mask, which was currently resting in his hand. It grinned up at him.

"Stole our own Tech Flight glider, check," it said. "Made Octavius soil himself, check. Made our new pumpkin-head minions soil themselves, check. Hmm, what's left on the list?"

The voice in Norman's head had quickly proven itself to be murderously insane, and so Norman had done what he always did when he came into contact with an unstable criminal element – He'd stricken a deal.

"We ensure the Big Man dies tonight," Norman said, "and bring his entire criminal empire under Oscorp's roof."

“And blow a ton of people up?” The mask looked up at him with hopeful yellow eyes.

“Yes.” Norman failed to hide his smile. “And blow a ton of people up.”

Next, Norman’s gaze traveled to the glider. Unlike the flight suit, it had required some modifications to be brought in line with his intended motif, meaning it now sported the head of a gargoyle. That part had been the Goblin’s idea.

The glider rotated with a piercing hum, sending ornamental pots crashing to the ground and papers scattering about the study. Now the glider was facing the penthouse’s massive, wide open window.

“*N-Norman,*” spoke a third voice.

One of this flight suit’s many features was total flexibility of the neck. Norman cocked his head back at the trembling, brunette woman in the nightgown standing across from him.

“Why, if it isn’t the old ball and chain!” said the mask.

The glider touched the carpet, silencing the humming. Norman descended it, then placed his hands over his wife’s.

“Norman, this is insa-”

“*Traveller.*”

Emily froze mid-sentence, stiffening like a long-dead cat.

“Goodness,” said the mask, “this is the most tolerable she’s been in years.” It burst out laughing at its own joke.

“I’ll make you understand soon, Emmy.” Norman kissed her forehead. “I promise.” And with that, he returned to his glider.

Right before he slid the mask over his head, it belted out in a singsong voice, “*You know*, if we pushed her off the *bal-co-ny*, I bet it’d be ruled as a *su-i-cide*…”

“Quiet, you.”

The mask was on. Before flying off, Norman took one last look in the mirror. This time tomorrow, Oscorp would be the most powerful organization in New York, and the Osborn lineage would be secured.

Yes. This was the right thing to do.

Friday, January 9, 2015, 11:11 A.M.

This one time, Mary Jane had caught some chick at her old school calling her a thot behind her back, and Mary Jane had glowered harder than she’d ever glowered in her life, and then the chick had tripped on her own shoelaces. It’d go down in the history books as MJ’s finest hour. And now she was trying desperately to make lightning strike twice.

Three minutes into the staring, though, MJ realized Liz was wearing slip ons. Stupid pom-pom-twirling little…

Just MJ's luck she'd ended up three spots behind the newly-cemented couple at the lunch line. There Peter was, standing at Liz's side and gazing at her with his adorable brown eyes and letting her ruffle his adorable scruffy hair and making her laugh at his adorable lame quips. And Liz's laughs were so exaggerated! What a faker! She didn't deserve Peter's quips!

What's WRONG with you? MJ mentally screamed at the back of Peter's head. *When I told you to focus before, I MEANT FOCUS ON GWEN!*

And to top things off, right as MJ was really starting to fume, the unthinkable happened – Liz *held Peter's hand*. The sight of it made MJ's stomach boil with rage-acid.

…On Gwen's behalf.

Oh, speaking of Miss Stacy, here she came now. Gwen slinked into the lunchroom, and alongside her strolled… her new boyfriend, as of yesterday.

"Here, babe, I'll get it for you." Harry grabbed a tray for her, then kissed Gwen's cheek.

Across the cafeteria, Mary Jane stared at that cheek a while. But then she reached the front of the line, and MJ shifted her attention to the fresh pile of slop on her tray. She stared at it for a while, too. Then she bolted for the restroom, knelt over a toilet, and puked.

…On Peter's behalf.

Friday, January 9, 2015, 3:20 P.M.

Luckily, Mary Jane still had some gum in her locker to mask her breath. Old habits died hard. And anyways, if Glory smelled anything, MJ would just blame it on Kenny.

"Alright, slowly, no pushing!" Naturally, Devereux hadn't been able to resist making a show of posting the results. Quite the crowd had gathered at the hallway's bulletin board to wallow in suspense. There was Kenny, Glory, Tiny, Gwen, and those other two who were dead to MJ. But Mary Jane herself was, of course, the first to the board the moment Devereux moved aside. Just because she'd gotten all wrapped up in relationship drama didn't mean she's stopped caring about the regular kind.

"Oh, Glory, we're in!" MJ looked back at her, beaming.

"Thank you, Shakespeare!"

MJ's eyes returned to the board. "You, too, Kenny."

"*Hnn*. Tight."

"Harry, you got a lead!" Fine, fine, MJ had got carried away and forgotten to hate him for a split second. Wasn't like she needed to spite Gwen, anyways. If the girl was happy with Harry, then so be it.

Instantly, Gwen brought a hand to Harry's shoulder. "Congratulat-"

"Yeah, thanks, just a sec, okay?" And also instantly, Harry had his phone to his ear. "Dad! Dad! I got the lead in the play! Heh. Plus, I have a *girlfriend* now."

Mary Jane froze, keeping her back turned. A moment passed.

“Uh… D-Did you just say you’re proud of me?” Harry’s face might have been hidden from MJ, but the disbelief in his voice wasn’t the least bit concealed.

And with that, the couple walked off together down the hall, Harry guiding Gwen by the shoulder. Mary Jane watched them go until they turned a corner.

Okay, false alarm, he was still dead to her.

Saturday, February 14, 2015, 9:07 A.M.

Norman smirked into the receiver. “And then you’ll say, ‘Oops. Wrong contingency video.’”

“*Oh, that’s good!*” howled the voice on the other end.

“Ah, here he is now. One moment.” Norman stowed the Osberry in his coat pocket as he stepped through the doorway and into the Osborn penthouse’s dining hall. As always, Norman seated himself on the far vertical end from his wife. “Thank you for your patience, everyone. Work was murder.” His eyes traveled the room… and landed on the newcomer. “Who’s this young lady?”

She and Harry rose and stepped towards Norman’s seat, Harry beaming all the while. “Gwen, I’d like you to meet my dad, Norman Osborn. Dad, I’d like you to meet Gwen Stacy.”

“H-Hi,” said the girl, showing off her teeth. One of the front ones was bent at a slight angle.

Norman was shocked the girl even managed to smile. One look from him and she was trembling. A strap had fallen down the shoulder of her bright pink and sky blue dress – which, incidentally, looked like it’d been foraged from a Goodwill. And that wasn’t even getting into her hair. Norman had to fight down the urge to burst into hysterical laughter and out himself on the spot as the Goblin.

“Son?” Not a second later, Norman’s attention was on Harry. “A word?”

The men entered the hallway, leaving the women seated at the table. Norman closed the door behind himself… though he made sure to keep it somewhat ajar.

As soon as they were alone, Harry gave his father a look of pure, childish confusion. “Dad? What’s wrong?”

Norman leaned against the wall, hands in his pockets. “Don’t you think you can do a bit better?”

Now Harry was trembling, too. Must’ve been contagious. “I- I like this girl. I mean, you met Mom in high school, didn’t you?”

For the briefest of seconds, the laughter escaped. “Your mother knew what foundation is. Now please don’t waste my time again.”

Harry bowed his head. “Yes, sir.”

And with that, Norman turned away and strolled down the hall, retrieving his phone from his coat. Before he left earshot, Norman caught the slam of the dining hall door, followed by the faint sound of voices:

“*Thanks for sticking up for me.*”

“*But- But, I mean… would it’ve killed you to use foundation?*”

Saturday, February 14, 2015, 12:58 P.M.

Rap, rap, rap.

"Who'zzat the door?"

"Uh… Looks like some frumpy blonde girl."

Normally, Mary Jane was in the habit of ignoring her parents' voices, but there were a couple code words she'd trained herself to respond to. Y'know, in case of emergencies.

"*I got this one, Mom! You can sit back down.*" MJ descended the stairs at Whizzer-like speeds. She all but shoved the woman aside in her mad dash to the welcome mat, then shut the door behind her and prayed the physical contact with her mom hadn't left her smelling like her namesake.

"H-Hi, Mary Jane," the visitor said dully from her place on the welcome mat. "Sorry to drop by unannounced…"

"Girlfriend! Pleasantest of pleasant surprises!" Instantly, MJ's nails were in Gwen's arm as she led her off the doorstep. "Let's talk outside. It feels *great* out here. N-Nice and brisk." MJ hugged herself in lieu of a jacket.

Gwen merely nodded. Then sniffled.

"Gwen?" Despite her best efforts, Mary Jane ended up frowning. "What happened?"

Some mix of the cold and the tears had left Gwen's face utterly raw. "Mary Jane… I… God, I don't even know how to say this…" She took a steadying breath. "I want to *be* you."

MJ blinked. "Pardon?"

"I mean-" The rawness was growing exponentially. "-you just seem so happy and sure of yourself and… gorgeous. Everything I'm not."

Mary Jane was left staring. The walls were closing in. The walls were closing in, and they were outside. *You want to BE me? Oh, that's easy, the first step is to get your parents to hate you by acting like a lunatic, then spend some time in juvie and go around flirting with anything with a pulse-* "S-Sorry, no can do! Mary Jane Watsons are like, uh, really sexy Tiggers-"

She was cut off by a pair of hands clamping down on her own.

"Mary Jane, please, I'm sorry, I know this is at the last minute." Gwen was shivering worse than MJ, and she had on a jacket. "I'll pay you. I just- I can't show up to the restaurant looking like- like *me*."

The two of them held that pose a while. God help her, Mary Jane was holding Gwen Stacy's hands and staring into Gwen Stacy's eyes, and the thing about Gwen Stacy was, there wasn't a phony bone in her body. That pitiful look on her face wasn't the least bit calculated.

Saturday, February 14, 2015, 1:28 P.M.

The makeup kit collided with the Stacy household toilet lid with enough force to make MJ brace for a geyser of sewage, but luckily, the commode failed to explode.

Gwen stared into the massive bag like it was the edge of the abyss. “S-So what’s first?”

Mary Jane managed to squeeze herself over to Gwen’s opposite side. For all the other advantages this house had over MJ’s, at least MJ’s personal lavatory had a cubic inch of elbow room to spare. Looked like she and Gwen were gonna be cooped up here together for the next couple hours.

“Well, first off-” MJ tossed a towel at her head. “-you’ll want to wrap this around your shoulders.

Already, Gwen looked lost, though she at least managed to catch the thing before it hit the floor. “What? Why?”

MJ cocked a brow. “Unless you’d rather take off your top?”

Gwen ended up going with the towel thing.

Full disclosure, Mary Jane had never actually washed anyone’s hair but her own before. This felt kind of… nifty. Yeah. *That* was the word for the feeling MJ got when she leaned the soft, malleable Gwen Stacy over the edge of the bathtub and ran her hands all over the girl’s scalp.

Then came the shampoo, conditioner, rinse, and about half a can of mousse. Next was the hair dryer, and then the fun part, plucking Gwen’s eyebrows.

“*Ow! Isn’t this supposed to be bad for your-?*”

“*Doesn’t matter, looks hot.*”

Afterwards, MJ gave Gwen some foundation cream to use. A minute later, though, MJ was letting out a haughty sigh and rubbing her own fingers all over Gwen’s face. “No, sweetie, it needs to be evenly distributed. You’re gonna look like Malekith the Accursed.”

“What next?” Gwen’s voice was still a bit sullen. Somehow, the plucking had failed to improve her mood. “I hit the treadmill, try to shed some weight in the next three hours?”

“No need.” Somehow, those fingers ended up traveling from Gwen’s face to her hip. “Your bod’s great as-is. Did Marilyn Monroe need to shed weight?”

“Well, she probably didn’t have stretch marks…”

“*Gwen*.” The next step was supposed to be powder, but there was an emergency step-shuffling, and so instead the next one ended up being the part where MJ forced Gwen to admire herself in the mirror. “C’mon, look at yourself.” MJ didn’t release her shoulder until Gwen had locked eyes with her reflection. “And we haven’t even started with the blush and lipstick. Oh, and I’ve got the perfect matching dresses for us. I bought one that’s, like, pastel colors, but it turns out I can *not* pull those off. It’s been burning a hole in my closet for-”

“Y-You’re picking out my *clothes,* too?” Gwen was no longer admiring her *own* reflection. “Wow. This really is a full intervention, isn’t it?” She paused. “Thank you, Mary Jane. I mean that. I… I honestly don’t know what I’d do without you.”

MJ wasn’t admiring her own reflection, either. “Same to you.”

“Seriously, though, I’ve got, like, a hundred dollars in my billfold-”

“*Don’t you dare.*” MJ’s nails clamped down on Gwen’s arm. “For you, makeovers are free.” She paused. “Now, my escort services are a different story-”

“Oh, you are *not* an escort,” Gwen said with a grin. “You’d be living in a condo with a six-figure income.”

And now they’d both locked eyes with the other’s reflection in a crazy criss-cross. MJ could scarcely rip hers away. For once, there could be no denying which of them was the hottest. MJ still had on the t-shirt and short shorts she’d slept in, and she’d hadn’t so much as brushed her own hair yet. And frankly, even once she did start getting ready, MJ was tempted to dial back her usual appearance. For one night, the spotlight didn’t have to be planted *quite* so firmly on Mary Jane Watson.

“Wow,” Gwen suddenly said, fluffing her hair. That mousse was already kicking in. “Look at me.” She turned to flash MJ a smile. “Do you think Pete’ll still forget I exist?”

Now, Mary Jane knew full well that she was playing right into Harry’s slimy little hands here. The thought of him breathing all over a particularly stunning version of Gwen was enough to make MJ’s stomach act up again. But then, the thought of *Peter’s* face when Gwen walked out the limo… was too tempting to pass up.

But really, all that mattered was that Gwendolyn Maxine Stacy was smiling that smile of hers. The one with the power to shrink things. Love drama, being called a slut behind your back, your parents’ daily screaming matches… All seemed way smaller all of a sudden. There must’ve been some Pym particles imbued in the enamel.

But smile or no, a part of MJ was begging herself to tell Gwen everything, to just screw it and blurt out that Harry clearly only wanted a girlfriend for social status, and maybe MJ wasn’t one to talk seeing as Mark might have been fun, but that’s *all* he was, but then the girls ought to make a pact, both agreeing to break up with their boyfriends (or whatever Mark was to MJ), and- and the depths of Peter’s stupidity had clearly proven themselves to go far deeper than the girls ever could’ve anticipated, so what Gwen needed to do was start looking for someone who… *really* cared about her.

The words didn’t come. Instead, all Mary Jane said was, “Oh, I don’t think he’ll be forgetting *you* anytime soon…”

Commencement

Chapter Notes

See the end of the chapter for notes

Thursday, August 11, 2016, 5:34 P.M.

A boy and girl sat side-by-side on the therapy couch, their faces hidden by the room's dimmed lights.

"I know, I know," said the girl. The massive bluebird wings sprouting out her back nearly knocked over a lamp, they were quivering so hard. "I neva thought me and Rand would get back togetha, but… well…"

"…I guess *everyone's* been holding onto each other a bit tighter lately." The boy brought a hand to his eyes. "After everything that's happened."

Saturday, July 2, 2016, 12:00 P.M.

A man with a chinstrap beard and big, round spectacles poked his head out the studio building. "Take care now, MJ. You killed it out there today."

"Thanks, Willi," Mary Jane said, sloshing her six hundred dollar boots through the sidewalk's many rain puddles. "Tell me something I don't know."

She had to fight to keep her voice from going monotone.

Saturday, July 2, 2016, 1:22 P.M.

The spotlight burned emerald, painting the singer below a sickly shade.

"*Have another drink, my dark-eyed beauty.*

I've got one more night left here in town.

So have another drink of green elixir.

And we'll have ourselves a little mixer.

Have another little swallow, little lady,

And follow me dowwwwwn…"

Mary Jane stood at the backstage entrance a moment, watching the actors do their thing. All these people running around, carrying props and trying on costumes and yelling out questions about line delivery… It made Midtown Magnet's stage look like a broom closet, that was for sure. MJ's heart couldn't help but beat faster.

It took a moment for the ponytail-wearing director to notice her, but when the time finally came, he certainly *did* notice her.

"Hel-*lo* there, miss." Instantly, he was at her side. "You're early. The lead auditions don't start for

another-"

"Ah, no, you got me mixed up." MJ held out a hand and showed off her dazzling white teeth. "I'm just trying for a background extra. I'm the gal Devereux called you about-"

"*You're* Devereux's girl?" The director's jaw just about popped off his head. "Goodness! I'd thought he was exaggerating."

"Wow." MJ blinked. "He really talked me up that big-?"

"*No, no, no!*" But she hadn't kept the man's attention for half a minute before he was running back towards the stage, waving his arms at the poor actors like he was scaring away crows. "The song requires a far more sinister air! We're trying to do ominous foreshadowing here, people!"

Saturday, July 2, 2016, 2:14 P.M.

Well, the theater had lifted Mary Jane's spirits again… and then this place had dragged them right back down. Though at least one of the advantages of a Baxter Building hospital room was that the chairs were extra cushy. Mary Jane's mom had stayed at some place up in the Bronx once, and the chairs had been *plastic*. MJ's butt still throbbed at the memory.

"*Emmmm Jay?*" came a sudden voice from the hospital bed, losing MJ her place. Ah, well, she'd only been skimming through *The Ethical Slut* for the ten billionth time, anyways.

"Morning, Sleeping Beauty." MJ set the book on her lap, then smiled at the bedridden blonde (though the poor thing's roots were starting to show by now).

The two partook in small talk for a bit, and, inevitably, the subject of organs arose.

"Y'know, when- when Dr. Richards regrows 'em…" Reilly's eyes traveled to the disheartening number of tubes sticking out from beneath her blanket, then to the dishearteningly large, sci-fi-looking machines behind her bed. The weight forced her flat on the mattress. "…they're not gonna be ripped from Peter's DNA." Her lips twisted upwards. "From now on, I'll only be, like, eighty-percent clone."

Mary Jane didn't even have time to fake a laugh before Reilly was nodding off again.

Saturday, July 2, 2016, 2:15 P.M.

Apparently, in the intervening years since the trio had last been here, the Museum of American History had added a whole exhibit on the android Human Torch. They even had a couple scraps behind a display case. If you squinted, you could just make out the charred remains of synthetic fingers. Any other day, and it would've been enough to make Peter let loose some fanboy squeals, but to be honest, more than enough Human Torches had plagued his thoughts lately thanks to Reilly's little fling.

Really, though, Peter hoped Reilly was holding together. He felt terrible ditching her to go on vacation like this, but it was the best way to mend things with Eddie, and it didn't exactly sound like Reilly was spending enough time conscious to miss him, anyways. Hopefully Mary Jane could keep her company for one weekend.

Mary Jane. The other person plaguing Peter's thoughts lately.

"Think we should text her?" asked a voice that made Peter jolt. Gwen was getting scarily good at

reading his face.

“And say what?” Peter turned his eyes from the glass before him to the girl beside him.

“I don’t know,” said Gwen, straightening her glasses. “We can’t just keep her in suspense all weekend.”

“God, I can’t believe I-” With a groan, Peter buried his fingers in the gap between his eyes. “I’m such a creep. I totally forced you to follow my lead. If you hadn’t, it would’ve been even *more* awkw-”

“You’re not a creep.” Gwen put a hand on his arm. “I mean, another second and *you’d* have been following *my* lead.”

“Fine, fine, what do you want me to write?” Peter sighed, dug his phone from the pocket of his cargo shorts, and then mimed typing with his thumb. “*Hi, MJ, about that thing at the airport where me and Gwen grabbed you and took turns sucking your face, we were just being idiot teenagers. Thanks for understanding. P.S. We don’t love you.*”

“*Don’t say THAT!*” Gwen yelped with a sincerity that left her blushing. “I- I mean, I don’t think…” She paused. “It’s just, w-we have to say *something*.”

Saturday, July 2, 2016, 2:17 P.M.

Mary Jane’s phone buzzed. She noted the page number in her book, shut the cover, set it on her lap, knelt to retrieve the purse beside her chair, took out her phone, checked the ID… and then sent the book hurtling across the hospital room in her scramble past the lock screen.

She knew who it was on sight – She’d set her phone to display a photograph of a stripey orange feline whenever he texted. The message was two letters: an “H” followed by an “I.” No spaces.

Hi? What did that mean, hi? Was it an awkward hi? Apologetic hi? Debonair hi? *This was impossible to parse. Why couldn’t he have sent her something simpler?* What was MJ supposed to do? She had to say *something*.

Saturday, July 2, 2016, 2:17:05 P.M.

Peter’s phone buzzed. He almost got them arrested by hurtling it through a display case in his scramble past the lock screen.

MJ’s response was one word: *Tiger.*

“Tiger?” Peter said in a harsh whisper. “What’s that supposed to mean? Is she being sultry? Angry? Coy? *Is she screwing with us on purpose?*”

Gwen looked one more message away from a nervous breakdown. “Oh my god, we should *not* be doing this over text. This was a horrible idea. I’m so sor-”

“Guys!”

The couple spun to find Eddie lumbering towards them.

“H-Hey, bro.” Peter gave his stretchiest grin while Gwen frantically wiped off sweat.

“You’ve gotta come see this. They taxidermied the Whizzer’s genetically-altered mong-” Eddie caught sight of their faces. “Guys? What’s wrong?”

“Nothing. Nothing.” Gwen pushed past him to reach the ladies’ room. “I’ll be back in a sec.”

Peter watched her go with a frown. Looked like she needed a moment to compose herself. He couldn’t blame her. Problem was, now Peter was alone with Eddie… and Eddie was far from stupid.

“*Pete.*” He turned towards Peter, arms folded. “What’s going on with you three?”

“Us three?” repeated Peter, stumbling back. “Y-You mean me, Reilly, and Kaine? G-Guess the symbiote told you all about the clone wackiness, huh-?”

“Yeah,” cut in Eddie, “and that’s not *all* it showed me.” When Peter failed to reply, Eddie sighed, then said, “Look, I know I was a #$*% about it before, and I swear to god I regret how I acted. I mean that. But I’m not just gonna pretend like I don’t see you and Gwen always putting yourselves in Mary Jane’s personal bubble or- or whispering about her every time you think my back’s turned.”

Peter bowed his head, eyes on the floor, hands in his pocket. They’d been apart so long, he forgot how high Eddie towered over him.

“I don’t want to be judgmental about it, Pete, but I know girls like Mary Jane. It’s not that she means you two harm or anything, but I promise you she’s never been in a healthy, committed relationship in her life, *let alone a poly one*.” Eddie’s eyes clamped shut. “You seriously wanna risk everything you’ve built with Gwen for this?”

“Yeah, that’s occurred to me, but Gwen swears up and down this isn’t like what happened with Liz, and-”

“You never saw Gwen’s face when you came to the formal with MJ!” Eddie spat.

“That was different!” Peter, meanwhile, could only stammer. “She- She didn’t *know* Mary Jane back then. Neither of us did. But so much has happened since then, and now Gwen’s-”

“Bi-curious. I know, I know.” Eddie sighed, slouching his shoulders. “That part surprises me the least, to be honest. I didn’t think Gwen was even into guys until I realized she liked you.”

“We think she might be demisexual or someth-”

“Yeah, I don’t care what Tumblr words you wanna label yourselves with,” Eddie snapped back. When he caught the look on Peter’s face, though, he relented. “I’m sorry. Not trying to bite your head off. I know this all must be weird and scary for you and Gwen. Truth is…” He took a deep, deep breath. “…maybe a part of me’s just looking for reasons to keep hating you. The part of me that… that still misses the ooze.”

“Mister Fantastic says S.H.I.E.L.D. took it,” Peter said softly. “It’s miles away from Manhattan by now. Out of our lives for good this time.”

The only acknowledgment Eddie gave the statement was the smallest of nods.

“Eddie… thanks for saying all this.” With a bit of effort, Peter managed to meet Eddie’s eyes. “I know you’re just worried for me and Gwen. And- And I’m not trying to make it sound like the two of us are fixing to throw caution to the wind next time we see MJ. Honestly, we’re still figuring out what… angle to approach this from.”

Eddie turned away, moving his eyes back to the exhibits. “Well, you can probably guess *my* vote.” He sighed. “Look, I’ve still got your memories. Thompson’s, too. They’re already starting to fade from my head, but I at least know *Gwen’s* the one you love the most. Stringing Mary Jane along is about the most irresponsible thing you could do.”

A moment passed.

“You’re right,” Peter said faintly.

“You realize you can’t let her live with you forever?” Eddie glanced back to the restrooms, making sure no headband-wearing blondes were exiting right this second. “Especially once you and Gwen get… *you know*.”

“Yeah.” Peter’s eyes traveled to the restrooms, too. “I know.” They lingered a while on the sign above them – a simple, white image of a man and woman standing together, alone.

Saturday, July 2, 2016, 2:27 P.M.

It was official, he wasn’t texting back. Mary Jane gave the screen a morose stare… before allowing her thumbs to fly across the touchpad.

Hey tiger I just wanna make sure you know that I love you and gwen with all my heart and I swear ill be good to you two and never do anything to hurt you or betray your trust in any way and ill cherish you the rest of our lives and you guys dont even have to kiss me again if you dont want to seeing your faces is all it takes to make me happy I miss you goddammit we havent even been apart 24 hours yet and I miss you.

MJ stared at the screen a while longer. Then she held down the back button.

Saturday, July 2, 2016, 3:04 P.M.

“*Hmm mm mm HMM hmm…*” Mary Jane hummed to herself as she strolled down the subway station. She bought a ticket, waited on a bench, boarded a train, and then sat down on one of the train’s lone, isolated seats.

A couple other passengers made eyes at her, as people always did when MJ went out in public. Time was, she’d wink or at least smile at them, but today she didn’t acknowledge the existence of anything in outer reality. Anything save for her phone’s wallpaper, which she continued to stare at.

The pic had been taken at the food court that day Pete and Gwen had spent with her at the mall. The lovebirds had smiled into the camera, Gwen trying her best to pose and look pretty (because she still thought she had to try, bless her heart) and Peter attempting to smile with half a hot dog and some fries in his mouth. Heh. That goofb-

Bzzt. Oh, she got a text! She got a text!

…No, wait, it was just an automated message telling MJ she was running low on minutes.

Sunday, July 3, 2016, 3:50 P.M.

“Bang, dead.” Mary Jane had lolled over backwards on the couch, letting her hair flop wherever it

fell. From this angle, the image on her shiny new TV was upside down. “Bang, bang, bang.” MJ held up the PS4 controller in her hands, mashing the square button with a pointer finger. But then her finger ran out of energy, so she simply let her character sit still and watched the next wave of enemies run the poor guy over. Then again when he respawned. Then again.

Mary Jane had heard Peter mention he used to be more of a gamer, but he’d been hamstrung lately on account of being a poor person and all, so MJ was hoping this’d be a nice welcome home present for him and Gwen (That fact that MJ had been bored out of her skull lately was sheer coincidence). MJ wasn’t sure what Gwen’s feelings on video games were, but she’d at least appreciate the nicer TV. The old box one must’ve been made of the same material as Thor’s hammer. MJ had made a valiant effort to move it, but in the end she’d simply plugged up the newer TV right in front of it, leaving the old one where it sat. She’d have to save that particular task for the member of the household with super strength.

Speaking of which, Mary Jane checked the time on her phone. Well… no harm being at the airport half an hour early, was there?

Sunday, July 3, 2016, 5:02 P.M.

The poor, breathless lovebirds hadn’t been off the boarding platform for a nanosecond before they found themselves getting hugged to death by a rapid redhead.

“H-Hey, MJ.” The couple smiled and blushed, and Gwen was even brave enough to hug back.

“Oh, you guys missed *so much*.” MJ grinned at them as she helped carry a suitcase through the airport. “I binge-watched TV, ate microwave dinners, had to wait half an hour to start my shoot because the makeup guy was running late… It’s been nonstop thrills.”

“Ah, really?” Peter said with a smirk. “Guess we shoulda stayed home. All we did was go to some stupid museum.”

The banter continued in that fashion until the group made it to the parking lot, where Eddie’s bike was waiting. Eddie slipped on his helmet and said his goodbyes to the others. MJ didn’t let the bike leave her sight until it’d sped off down the road. Honestly, that vehicle still made her pulse quicken.

Also, she’d swear Eddie had looked funny at her, Peter, and Gwen a couple times, but… when she thought about it, MJ wasn’t sure she cared. Anyways, Eddie didn’t say anything about it, and Peter even called him “bro,” so MJ took that to mean the hatchet had been successfully buried.

Now that they were alone, Mary Jane turned to Peter and Gwen. “So… guess we have a lot to talk about.”

For a moment, the lovebirds went stiff as boards

But then MJ said, “What was the Smithsonian like? I’ve never been.”

The lovebirds loosened right back up, and Peter started going on about genetically-altered mongoose blood as the trio strolled towards the nearest subway station. The subject didn’t stray much farther from mongooses the entire rest of the day.

But then, really, it didn’t have to. That silly little airport kiss thing had just been, like, a spur of the moment decision. Totally unplanned. Any idiot could tell that. So what was there to say, really? The three of them were big kids. Kisses could mean as much or as little as they wanted them to mean. It’d been a simple gesture of affection, that was all. It wasn’t like the lovebirds were gonna

ask MJ to marry them.

Saturday, July 30, 2016, 4:35 P.M.

Mendelssohn's March blared across the church as the wedding party began their journey down the aisle. The sight of it couldn't help but bring a smile to Spider-Man's masked face.

But then, maybe that was just because he'd never seen so many superheroes gathered in one little place before. The Avengers, the X-Men, Spider-Man himself, and, obviously, the Fantastic Four. It'd been a bit surreal at first, but somehow, it just felt *right,* y'know? Like all these heroes belonged together under the same roof.

"I now pronounce you man and wife!" the balding, dark-haired priest proclaimed from the front of the pews. "You may kiss the bride."

Mister Fantastic brought his lips to Invisible Woman's, with auditory accompaniment from both the live orchestra and the sound of Thing honking into a hankie from off to the side.

Spider-Man joined the many heroes bringing their gloved hands together in applause. The newlyweds had thought it'd be cute to have everyone attend in their costumes, though Invisible Woman had at least insisted on a traditional wedding gown for herself.

After the main event, the couple snapped some pics together, first a serious one, then a silly one of Mister Fantastic going all stretchy next to a floating wedding dress. Too bad Spider-Man had a secret ID – They totally could've saved money on a photographer.

Anyways, after a bit more ceremony, the guests were all ushered to the church's banquet hall. It was during the shuffle that Human Torch found time to scurry to Spidey's side.

"Hey, man." Spider-Man nodded to him. "I'm really happy for your sister."

Johnny nodded back. "I'm just sorry yours has to miss this." He sighed. "The H.E.R.B.I.E. drones are actually prepping her for the next round of organ transplants as we speak." He nodded to a few stray drones, who were acting as waiters complete with specially tailored, H.E.R.B.I.E.-sized suits. "If it'd been up to me, we'd have waited for her, but the Fantastic Four's always so busy, y'know?"

"Yeah, I can't blame Reed and Sue for getting married while they have the chance," spoke a voice from Spidey's side.

Johnny's attention was drawn to the two people accompanying Spidey. "Oh? And who're these lovely spider-ladies?"

The ladies in question with Gwen and Mary Jane, both dressed in their own unique Spider-Woman costumes. Or, err, technically, they were female versions of the Spider-Man costume, since Spider-Woman had a totally different… Well, you get the picture.

"Just some friends," said Mary Jane with a smile. At her request, Peter had sewn her a suit that replaced all the blue and black parts with white. It was otherwise just about identical, though MJ had ended up cutting one of the spare masks into more of a domino mask. She couldn't bear to cover up her hair, apparently. "Pains me to admit it, but we got no spider-powers. The costumes are only to keep with the wedding's theme."

"And to, y'know, preserve Spider-Man's secret identity," added Gwen. She'd seized the chance to bring to life that hooded, white-and-pink costume from her sketchbook.

“Yeah, well, you don’t have to sweat that *too* much,” said Johnny. “We’re all good guys here. Though, actually, you missed the part earlier where Doctor Doom used his High-Frequency Emotion Charger to brainwash a buncha supervillains into attacking the engagement party-”

“I hate it when that happens!” said Spider-Man.

“-but we drove ’em off without much trouble. That’s why we hired Nick Fury to be our head of security for today.”

“Oh, you did *not,*” said Gwen.

Johnny pointed behind them, and the trio turned to indeed find a very famous man with a very famous eyepatch and trenchcoat standing by the building’s entrance. Fury seemed to be supervising a handful of his S.H.I.E.L.D. agents, who were dragging away some weird old guy with a distinct-looking mustache and rounded sunglasses.

“Sorry, sir, invitation only.”

“*You can’t do this to me! Don’t you know who I am?*”

Once the talk with Johnny died down, Spider-Man left the girls for a moment to head on over to a different superhero (There were actually a couple, y’know, non-superpowered friends and family of the Fantastic Four here, but they honestly didn’t interest Spidey much).

“Cap!” Spider-Man hurried to the man’s star-spangled side.

“Spider-Man.” Captain America seemed to have been engaged in conversation with Professor X at the banquet hall entrance, but he turned to smile at Spidey’s approach. It’d been a while since Spider-Man had seen that smile. It made his knees weak as ever.

“Aren’t you looking spiffy today?” Spider-Man pointed to the sides of Cap’s mask. “Are those new wings?”

Cap’s smile only widened. “You want to ask about joining the Avengers again, don’t you?”

“Well…” Spidey cleared his throat. “…I *am* fixing to turn eighteen a bit over a week from now.”

“I’d be happy to discuss the details with you… another time. Today is for pleasure, not for work.”

“Yeah. Yeah, it’s cool. I get it.”

And with that, Cap returned his attention to Xavier while Spider-Man slinked away in utter, utter shame.

Eventually, everyone got settled down at the one of the many, massive banquet tables. Peter and Gwen might as well have been sharing a seat, they were sitting so close. And, uh, Mary Jane was nearby, too, a foot or so away from them.

The crowd laughed and cheered as Mister Fantastic stretched his neck over them. He hovered his head above the tables, cleared his elongated throat, and began his speech:

“All my life, my mind has been hard-wired for science – and little else. By the age of six, I understood the inner workings of the atom, but social cues eluded me. By the time I entered college, the music of the universe seemed all but perfectly natural to me. I could see almost instinctively how the four fundamental forces of nature weaved themselves into the fabric of

reality, with every last detail, no matter how small, being integral to the overall process. With every detail having its purpose." He paused, smiling to himself. "But I couldn't understand the purpose of relationships. The purpose of family. The purpose of marriage." Slowly, his head began to weave through the air, coming to a stop before the woman in his arms. "Susan changed that."

Behind their masks, Peter and Gwen locked eyes. Peter didn't have to see his girlfriend's face to know the expression on it. Beneath the table, a red glove squeezed itself over a white one.

"Marriage is the ultimate symbol of commitment," Mister Fantastic continued. "It is a vow of partnership. It is a promise to the person you love and to yourself… that you are completely, unflinching *committed* to *that* person. The relationship you have with him or her is unlike *any* other. You belong to that person, and *only* that person."

The red glove… loosened its grip somewhat.

Chapter End Notes

Next Issue: Birthday blues!

Magna cum Laude

Chapter Notes

See the end of the chapter for notes

Friday, August 12, 2016, 2:48 P.M.

A boy and girl sat side-by-side on the therapy couch, their faces hidden by the room's dimmed lights.

"I- I know I've been a big, fat, stupid, idiot," the boy said, wiping his eyes. He placed a trembling hand over the girl's. "All this time we were dating, I never deserved you… but you stayed with me anyways."

"Kenny…"

"Glory, I swear, I'm going to be better for you. I wanna be with you the rest of our lives." The boy paused. "Especially now that we know how short that could be."

Sunday, July 31, 2016, 9:04 A.M.

This could be the ultimate battle of Spider-Man's life. One mistake, and all was lost. He darted past buildings, swooping over street lamps and beneath flagpoles. He had to catch his target. If he didn't… he might never see that target again.

Thwip. Spider-Man slung a fresh web-line, hurtling himself closer… and closer… and then…

Sunday, July 31, 2016, 9:09 A.M.

"Gwen! Gwen!" Spider-Man tumbled through the apartment window, all but shoving his phone in his girlfriend's face. "I caught a Charmander!"

"Oh, wow, impressive." Gwen looked up from the couch to smirk at him. "Or, I mean, it *would be* if web-swinging wasn't totally cheating…"

Peter yanked off his mask so he could smirk back. "You're just jealous you don't have a Charmander."

"Of course, dear. Of course." With that, Gwen returned her attention to the knitting needles and spandex in her hands. "Your spare costume's almost done, by the way. And I made you some more spider-tracers and fresh web-fluid capsules."

"I'm helpless without you, you know that?" Peter knelt down in front of her, then planted his lips on her collarbone.

"Oh, I'm sure you're not *helpless*. Maybe your new Charmander could help you fight cr-?" Gwen had to end the snark early on account of his Peter's hair tickling her chin.

"I don't want a Charmander anymore," Peter said, muffled by her skin. "I choose you."

Gwen hit his head with a couch pillow.

Sunday, July 31, 2016, 12:17 P.M.

Hmm… Should Peter buy the half gallon vanilla ice cream or the big old one gallon tub that was half-vanilla, half-strawberry? On one hand, he didn't like strawberry quite as much as vanilla, but then, the one gallon tub gave him more bang for his buck, and it wasn't like he *hated* strawberry. It just wasn't vanilla.

Peter hovered his shopping cart over the frozen goods aisle, lost in indecision. And his choice, err, might have been further delayed by the fact that his mind was wandering. Of his three summers Spider-Manning so far, this one had definitely been the slowest. It wasn't that he wasn't fighting crime anymore or anything, but the problem was, without Kaine here to warn him which major operations were being done in the name of Kingpin and/or Oscorp, Peter was more paranoid than ever that he'd unwittingly step on someone's toes and earn his loved ones some Spider-Slayer death-lasers in the night.

So, really, it wasn't like he was going against "great power, great responsibility." Uncle Ben wouldn't have wanted friends and family getting senselessly hurt. The dealings of Kingpin and Oscorp were simply a job for the bigger-name heroes, that was all. Besides, Peter's life had been nonstop chaos ever since that bug bite. He'd earned himself a break, hadn't he?

And at least Peter could use the extra free time to rack up hours at the ESU lab. The jump from interns to lab assistants had been a big one. Now Peter got to minimize the amount of time spent in the presence of screaming, chain-smoking, Hitler mustache-wearing lunatics, and Gwen didn't have to soil her pretty hands working at some godforsaken fast food joint. Oh, and now they got to see Eddie on a regular basis, too. Y'know, a regular basis that didn't involve an alien possessing his brain and trying to murder Peter's loved ones. And best of all, Warren had been replaced with the considerably less creepy Connors family, which meant Peter and Gwen no longer had to worry about the head of the lab turning himself into a giant green m- Well, okay, Peter didn't want to jinx it.

Heck, Peter and Gwen had actually been able to order textbooks and pay rent *in the same month*. Sorcery. Man, though, it was crazy to think ESU was mere weeks away at this point. And, actually, if supervillainy was at a standstill in Manhattan, then that worked out perfectly. Now Peter could focus on his studies.

Peter reached for the vanilla ice cream, smiling. All in all, it looked like life was fixing to be pretty good for Peter and Gwen.

"Nice, they've got Neapolitan!" With a deafening *plunk,* Mary Jane dropped a two-gallon tub into their cart.

…Oh, and Mary Jane. She factored in, too.

"Hey! Watch it!" Peter dove his arms into the cart in a valiant effort to keep the tub from capsizing. "Phew, that was a close one. It almost squished the-" *The cake.* It was resting there at the bottom of the shopping cart, sitting inside one of those, uh, plastic tray thingies that you carried cakes in.

Peter was silent for a bit as he and his shopping buddy traveled to the next aisle.

"You okay, Tiger?" MJ turned to examine the contents of a shelf. "You went quiet on me."

"Yeah, yeah, I'm fine."

It was summertime, meaning Mary Jane's sleeves failed to cover her shoulders and her shorts

barely went past her butt. The store's air conditioning was ruffling her red hair, bringing her smooth, flat back in and out of view. In and out… In and out…

She was into him. She was really into him. Geez, when Peter had said he had a harem before, he'd been kidding. And the kicker was, Mary Jane wasn't *just* into Peter. No, actually, the kicker was that when MJ said she was into Peter *and* Gwen… Peter believed her. She really was in love with two people (three if you counted Reilly, but clones of loved ones seemed like cheating).

Peter had always known Mary Jane had a more, err, insouciant view of relationships, but he'd had no idea it ran this far. Of course, he'd heard the rumors about her. Every guy in school had heard the rumors about her. That she was – and this was the other guys' words, not Peter's – That she was easy. So then, at the airport, had Peter and Gwen taken advantage of her? Or had MJ taken advantage of them? Both? Neither? God, it made Peter's head spin just thinking about it.

All this time, all that "free agent" talk… Peter had honestly thought that was just her polite way of saying he didn't meet her standards. A part of him almost wished that'd been the case. Getting rejected, he could deal with. Girls had rejected Peter Parker all the time. If she'd just rejected him, Peter could've moved on with his life. But she couldn't resist leaving the door open a crack, could she?

Which meant now Peter was gonna have to slam it shut on her foot.

"It's just…" Peter took breath. "I can't believe Gwen's birthday's tomorrow."

"Oh, tell me about it." Mary Jane kept her gaze on the shelf. "A scant few more hours, and she'll be a full-grown woman. Brings a tear to my eye."

"Heh. Yeah. Guess I'm just nervous."

"Nervous?" repeated MJ. "Of the birthday party? Tell me it's not the clown I hired. He was acquitted of the homicide-"

"Not of the birthday party," Peter said, laughing. "Can you keep a secret, MJ?"

"You mean besides the gigantic one I'm already keeping for you?"

"After the cake and presents and stuff… I'm gonna ask Gwen to marry me."

Items went tumbling off the shelf, scattering across the tile floor at MJ's feet.

"Marry you?" Her voice, usually tinged with a slight rasp, had gone high and soft. "Th-That's- That's great. I'm- I'm- I'm- I'm happy for you. Wow. You and Gwen. Married. That'd be s-so cool."

The words were followed by dead silence.

"I feel like there's a 'but' coming next," said Peter.

"Buuuuuuut… aren't you guys really young? Like, really *really* young?"

Peter sighed, then knelt down to help her gather spilled items. "Yeah, I know, but c'mon, this is me and Gwen we're talking about. We've been in love since time immemorial, and- and it'd be, like, this grand gesture of-"

"No, no, I get that," said MJ, kneeling down beside him. "And I'm sure that Fantastic Four wedding got you worked into a tizzy. I mean, the media *still* won't shut up about it. I can't blame

you for wanting to…" A strand of her spiky bangs fell into her eyes, but she brushed it back behind her ear. "But, well, what's the rush? Can't we just… keep things the way they are awhile?"

"B-But me and Gwen are already living together," Peter said. "Wouldn't really change much. It'd just make things seem, I dunno, more official."

"Yeah," said Mary Jane. "Guess so."

"And hey, it saves on taxes, right?"

"You hopeless romantic, you."

For a moment, the two of them were silent. Peter picked up an item to return to the shelf, but instead he found himself examining it. Baby formula. And beside it was a pack of diapers and some pacifiers. "Uh… dare I ask…?"

"Oh, didn't you hear?" MJ said with a smirk. "Reilly knocked me up." Then, in response to Peter's face: "I was browsing a random shelf, Tiger." She paused. "You, um, *do* realize *why* Reilly *couldn't* have knocked me up, right?"

"Yeah, yeah, sorry, I try not to think about Reilly's biology more than I have to."

The two shared a laugh. Then Peter reached for a pacifier. So did Mary Jane.

It took Peter a minute to remove his hand from hers.

"Peter…"

He inhaled quickly, then exhaled slowly. "I really screwed up, Mary Jane." His gaze was fixed, unwavering, on the pacifier. "I mean, w-what happened at the airport, what I- what Gwen and I did to you… And then to just not talk about it all this time-"

"Hey, what's there to talk about?" cut in Mary Jane. "After everything that went down with Carnage, the three of us were pretty worked up. We got carried away. I mean, all it was… was, I don't know, a pressure relief valve. There was all this pressure mounting, and then it was like, *shoo,* pressure gone." She swished her fingers to indicate steam shooting out.

"Right," said Peter. "Pressure's totally gone now."

"You don't have to let it factor into *anything,* Tiger. You know I'm the last person on earth who'd stop you and Gwen from getting hitched. The proposal and- and this stupid stuff with me, one's got nothing to do with the other." MJ took a breath, then added with a trembling smile, "I mean, once you and Gwen swap vows, it's not like anything stopping you two from calling me a 'friend of the family' and inviting me over for drinks when your kids are at daycare…"

It was at this remark that Peter was sent stumbling backwards, praying to God, Jesus, Odin, and Galactus that his face didn't look as hot as it felt. Was that an option? Mister Fantastic hadn't mentioned *that* during his wedding speech! *Was that an option?*

Mary Jane stumbled back, too, albeit at a slightly more even keel. "Too much?"

Peter was powerless to keep from staring at her. "Is that really what you want?" He surprised himself with the softness of his voice. "A relationship with us behind closed doors? That sounds kinda miserable."

“Would you rather we let our freak flag fly?” asked MJ, returning to her feet.

Peter followed her lead. “Okay, I know I came out to Aunt May about being Spider-Man and getting cloned, but I draw the line at that one.”

“I won’t tell your aunt if you don’t tell mine.” MJ tried to smirk again, but it came out pretty lifeless.

Peter sighed as he set the baby items back on the shelf. “Yeah, well, I guess my point is, I know how hard coming clean about yourself can be. Telling me and Gwen how you really felt… It couldn’t have been easy.” He was quiet a moment. “But now it just seems like I make one wrong move and someone’s feelings get trampled on.”

“Then don’t make a move at all.” Mary Jane took a hesitant step towards him. “I *like* my life as-is right now. Why complicate things?”

“Because I want you to be happy!” Peter’s voice turned the heads of passing shoppers, causing him to shrink under their glances.

“Oh.” The words left MJ smiling. “Oh, Tiger, you don’t gotta worry about that. I’m already happy.”

“How do I know you’re not faking it again?”

Peter waited for a reply.

“That ice cream’s gonna melt,” said Mary Jane, turning for the shopping cart. “We’d better check out.”

“Right, right…”

Sunday, July 31, 2016, 12:41 P.M.

Alright, fine, so Peter hadn’t slammed the door quite as hard as he’d planned. But- But if he slammed it that hard, he could really hurt MJ’s foot! Maybe instead he could just, y’know, gently nudge the foot back a bit…?

But despite his iron resolve, Peter wasn’t able to steer the conversation back towards anything substantial until the two of them were carrying their grocery bags through the parking lot of their apartment complex. And even then, it wouldn’t have gotten substantial if there hadn’t been a familiar, schlubby, middle-aged guy blocking the stairway.

“Mary.”

His voice made her freeze. This whole walk here, Mary Jane had kept a good foot of distance between her and Peter, but now she practically hid herself in the folds of his back.

“Phil.” MJ was doing her best to sound unperturbed, though the hiding undercut that a bit. “I see you didn’t get the hint last time.”

“I’m not here to bother you,” said Phil, bowing his head. Huh, weird, he didn’t sound nearly as snarly this time around. It made his voice kinda alien. “I just don’t know how else to reach you now that you blocked our numbers and all.”

“Yeah, weird,” said MJ. “It’s almost like I don’t *want* you to-”

"*It's your mother, Mary.*" Phil cut her off with an even colder, even sharper voice. "She's not gettin' any better. Just thought you deserved to know."

Peter winced… in MJ's stead. He glanced back to find her face unchanged.

"Okay," said MJ.

A huff escaped Phil's lips. "I can get you the address of her hospital if- if you wanna see her while you… still can…" He trailed off.

"Nah," said MJ. With that, she made her way up the stairs, almost shoving her dad aside with her grocery bags.

Phil snorted in her general direction, then trudged away towards the sidewalk.

Peter, meanwhile, scurried up the stairs. "MJ, are y-?"

"*What?*" Mary Jane spun on her heels to snap at him. "It's not *my* fault she smokes anything she can get her skinny little fingers on."

There was silence.

"I was… just gonna ask if you were okay."

Mary Jane blinked. "Oh." She made a noise that was probably supposed to be a laugh, then set some bags on a stair, freeing her hand. "Hey, c'mon, don't get bent outta shape on *my* behalf, Tiger." She sighed, hand on her forehead. "That's how you can tell I'm not faking being happy, for the record. Because I get to live with you guys and not *that* guy."

"If you're sure…"

"I'm okay, Peter, I promise. Now I don't want you worrying about me anymore." Maybe he should've seen it coming once she set her bags down, but the feeling of her palm on his cheek still made him jolt. "*I* want *you* to be happy, too."

Monday, August 1, 2016, 9:15 A.M.

The gentle beeping of an alarm brought Peter's eyelids upwards. The moment his own eyes were free, he caught a pair of far prettier, sea green ones gazing into them. "Morning, birthday girl."

The alarm was really meant to indicate that it was time to get up, but for some reason, the two found themselves procrastinating. Eventually, though, Gwen wrenched herself from the covers, straightening her pajama shorts, and made her way to the adjacent bathroom.

The moment she left his sight, Peter sprang out of bed, not bothering to straighten his own shorts, then dashed for the back closet, dug through his box of web-fluid supplies, and retrieved a faded blue washcloth. Oh, thank god, it was still here. Geez, Peter didn't remember burying it so deep in there…

Peter wasted no time hurrying over to his costume and stashing the ring in his utility belt. He and Gwen had made the belt out of this, like, super sturdy material they'd found at a hardware store, so the ring would be about as secure as could be. Besides, Peter had already drawn up the whole proposal scene in his head. Gwen was always begging him to go web-swinging with her, right? But Peter was always shooting her down because it was too dangerous and stuff. But because it was her birthday, he was gonna suddenly offer, and then he'd take her to some secluded bridge at

the edge of Manhattan with a gorgeous view of the Hudson – He already had the exact one picked out and everything – and then he'd whip the ring out, and Gwen was gonna say yes, and there'd probably be some crying involved, and then Peter was, uh, just gonna wing it from there.

Man, it was so perfect, even thinking about it left him trembling. What could possibly go wrong?

Monday, August 1, 2016, 2:13 P.M.

"Oh, MJ, it's beautiful!" Gwen held up the newly-opened box for the rest of the group to see. Within was an expensive-looking, mint-colored designer jacket.

"Ah, it's nothing," MJ said, batting a hand. "I just know how much you liked that one I gave you before, so I thought I'd get you a lighter version for summer."

Gwen reached for her purse at the side of the table, retrieving both a black headband and a pair of scissors to cut off the jacket's tag. "Here, so I don't look too much like a watermelon…" She swapped out her salmon-colored headband, then tried on her new summer jacket to the oohs and aahs of the crowd. Gwen had swapped back her glasses for contacts for her birthday, too, which helped minimize her cuteness and maximize her hotness, especially since she'd also run her hair through a straightening iron. Gwen could pass for turning twenty today, not eighteen. "Was that the last present?"

Peter fought the urge to say, *WHO KNOWS, maybe the best present is yet to come?* in his most mysterious voice.

Currently, he was seated right beside his girlfriend at the kitchen table. Getting everybody in here had been something of a tight squeeze. For a girl who used to get depressed over having no friends, Gwen had certainly managed to fill the guest list. Besides the obvious presence of Peter and MJ, there was Eddie, Mr. and Mrs. Connors (though it turned out Billy had chosen playing video games at a friend's house over coming here. His loss…), even Sophia and Meatmsell. Sophia had graduated from Xavier's, but she still lived in Westchester with her sister, so they didn't get to see her every day.

Unfortunately, Aunt May hadn't been able to make it, but she'd be here for Peter's birthday next week. They'd thought about asking Flash, too, but his family had said he was off doing some new job or something. And putting Liz on the guest list had, err, slipped Gwen's mind.

Seeing so many people in this apartment was weird, but far weirder was the fact that *every single one of them* knew Peter was Spider-Man. Even Meatsmell had caught him changing into costume once.

Anyways, it wasn't long after presents were opened that the group said their goodbyes and gradually cleared out, reducing the apartment's residents back down to the usual three. MJ remained in the kitchen (Peter imaged her circling the remains of that cake and ice cream like a shark circling a bloodied swimmer), while Peter and Gwen ended up alone in the living room, seated together on the loveseat.

Peter was shaking. He had to keep shifting his weight to make sure Gwen's legs didn't brush up against the ring-shaped indent under his sweatpants.

Slowly, he met her eyes. She was shaking, too.

"Gwen?" Peter found himself frowning. "Everything okay?"

"Oh, yeah, it's fine," Gwen said, distant. "Today's been great. It's just…" A rush of air fled her

mouth. "…I was thinking about how things used to be before you and Eddie entered the picture. I had plenty of birthdays where it was just me and Dad. And- And you remember how he was, always so stoic, so imagine that guy trying to keep a little girl entertained. It was really something else, and now…" She had to stop a moment to sniffle. "…first one without him. Sorry, I know you already had to go through this with me last Christmas-"

"*Gwen, Gwen, no-*" Peter hurriedly wiped her eyes with the back of his hand. "Gwen, shh, it's okay. I mean, I couldn't get Uncle Ben out of my head last Fourth of July. There's just something about the holidays, y'know?"

Gwen gave the faintest of nods. "I know."

The two of them held their poses, trapped in each other's eyes, letting time stand still.

"I just… *Thank god for you, Peter.*" Her arms were doing their best to crush his shoulders. "*Thank god for you*."

Peter's mouth had gone dry. Y'know what? Screw the bridge. Bridges were stupid. "Gwen… Will y-?"

The rest of the proposal was muffled by her mouth. Oh, okay, they were making out now. That was fine, too. Bit slimier than normal, but okay.

Monday, August 1, 2016, 3:21 P.M.

Alright, Mary Jane had eaten her fill of sweets. She snatched the last can of Coke off the counter, then waltzed back to the living room. Hmm, cake and presents were done with, so then MJ wondered if Peter had already…?

Upon reaching the living room, MJ discovered the lovebirds a bit, err, preoccupied on the couch. She was about to turn back for the kitchen… but then she caught a pair of eyes on her. At the sound of footsteps, apparently, Gwen had taken a peek, and now her gaze was locked with Mary Jane's own. At first, Gwen's eyes looked startled, but then they looked… different. And absolutely none of the exchange halted the flow of the make-out session.

Mary Jane found herself lingering in the entryway. Then, on a whim, she decided to do what she'd been planning on doing in the first place – plop herself down in the armchair, leg crossed, and crack open her Coke.

The sound of the crack, though, *did* halt the session's flow. Peter's head drew back, and the next second, a pair of deep brown eyes were turning MJ's way. The moment he caught sight of her, Peter let out this grunt that was half-surprised, half… something else, and Mary Jane gave this smile that was supposed to be apologetic but may perhaps possibly have come across as more devious, and then Gwen gave Peter's arm a little tug, and then… the two of them carried on. Didn't seem MJ's presence was having any effect on them.

Wait, actually, that wasn't true – It just wasn't having a *negative* effect on them. Now Peter had Gwen pinned to the cushions beneath him, trying his hardest to yank her face inside-out with his tongue, and Gwen's hands were taking a tour of the inside of Peter's shirt, and… Mary Jane was soaking in every detail.

She took a swig of Coke.

Things continued in that fashion for a while, but as time went on, the session grew heavier… and

heavier… At some point, Gwen risked another peek, and when she discovered Mary Jane was still there, she let out these little gasps and squeaks that might have been the cutest sounds Mary Jane had ever heard in her life. It was enough to make Peter, too, glance back to verify MJ's presence. MJ waved at him.

And then everything screeched to a halt.

"*O*-kay," said Peter, springing off the couch, "the waving just made it weird."

"Oh, is *that* what made it weird?" said a breathless Gwen, straightening her headband.

The lovebirds remained that way a minute, both red-faced and panting. Peter stood on the carpet, albeit a bit wobbly, while Gwen remained belly-up on the couch. Her body had become one big noodle, from the looks of things.

"Sorry," said Mary Jane. The apology was addressed to her Coke can.

"No, no, it's fine! No big deal." Peter started for the kitchen. "Anyways, we should really clean up around here now that the guests are-"

"*Guys*." Gwen's shaky voice stopped him. "We can't keep doing this." With a bit of straining, Gwen pulled herself upright on the cushions. "We have to talk about… about *us*." She spun a hand around – stirring the air between the three of them.

At first Gwen got no response, but eventually, Peter nodded, MJ copied the gesture, and then Peter returned his hesitant butt to the couch.

Gwen's eyes traveled to the armchair. "Mary Jane… how long have you had feelings for us?"

"I don't know," Mary Jane said to the Coke can. "Always, I think."

"Then why didn't you want to go out with me after the Fall Formal?" asked Peter.

MJ merely shook her head, eyes shut.

Peter let out a sigh. "And you really believe you can be in love with more than one person?"

At this, MJ's brow creased. "Doesn't matter what I believe – I gotta deal with it the same way I gotta deal with gravity." But then her face softened. "I didn't mean to fall in love with you guys. If anything, I fought it tooth and nail every step of the way, yet here we are." She sighed. "You know I *never* wanted either of you to find out. I knew how bad it'd screw with you. But, it's like, all it took was *one second* of weakness, and now the cat's out of the bag forever."

"I think I always knew on some level," Gwen said softly. "I just didn't want to admit it to myself."

Silence filled the apartment.

"Really?" said Peter. "That's weird. Because, I mean, a three-way with you two never crossed *my* mind."

"Uh huh," the girls said in synch.

"Peter, Gwen…" MJ set her drink on the carpet. "…you know I would never, ever, *ever* hurt you guys, right?" The couple nodded. "I don't want to guilt-trip you or whatever, but you know if- if you both want me, I swear I'll be the most loving, gentle, supportive person on the planet. Wild Party Girl MJ is dead, long live Legit MJ. I haven't even *looked* at another person since-"

“But MJ-” cut in Gwen. “-wouldn’t it be easier and- and less weird if you just moved on and found someone else?”

“I know that, I know that,” MJ said, hands on her scalp. “I could’ve gotten with Reilly but I didn’t, and I told her it was cuz I was still figuring myself out, but… *come on,* you two tried to date Liz and Harry before, and *that* was one big disaster. You get where I’m coming from, don’t you?” She paused, then added, “Plus, I mean, when you think about it, Reilly likes me *and* Gwen, and she’s a clone of-”

“Can we please leave the clone stuff out of this?” Peter asked with a groan. “My head hurts enough already.”

“Sorry.” Mary Jane shrank in the armchair. She prayed this conversation wasn’t making her sound as pathetic as she felt. “But guys… Okay, warning, I’m about to go full hippie-”

“*Full* hippie?” Peter said under his breath. “What were you before?”

“-but, well, we all trust each other, and we’re big kids, right? We know how to be responsible. I’ve got the paperwork from my clinic to prove I’m not disease-ridden if that PowerPoint slideshow’s still on your mind, and… and I’m not imagining things! There’s something going on here.” MJ stirred the air between the three of them, just as Gwen had. “Why deny ourselves?”

There was quiet for a moment. Peter opened his mouth, but he didn’t manage to string together anything coherent.

Gwen was the first to speak. “Mary Jane… You know, back at the airport… Peter and I had a second of weakness, too.” Now she was the one talking to MJ’s coke can. “We spent that entire Smithsonian trip feeling like trash. We messed with your feelings.” Gwen took a breath. “Guess there’s no hiding it at this point, but… yeah, what- what you’re offering us is… exciting.” Her eyes flitted to a blushing Peter. “But it wouldn’t be fair to you. The way Peter and I feel about you isn’t the way we feel about each other, and we don’t want to- to-”

“-to half-ass anything with you,” said Peter.

“We care about you too much for that,” said Gwen.

Peter nodded.

“We enjoy living with you, though,” Gwen continued. “I promise you we do.”

Peter nodded.

“We don’t want you to ever leave our home.”

Peter’s head stayed still.

“And we do love you, Mary Jane. Don’t ever think we don’t.” Slowly, Gwen’s gaze moved from the can to the redhead. “You’re family.”

“Heh. Yeah.” Mary Jane turned her shoulders, letting some strands of red hair swish in front of her face. “Look, guys, whatever *you two* want is what *I* want. You wanna stay up till three playing Dark Souls with me, then so do I. You wanna grab me like at the airport and take turns kissing me, then that’s cool, too. Either way, it really doesn’t matter. You don’t have to feel all torn up about it. I promise you I’m fine with anything. Zero stakes, zero pressure.”

Quiet returned to the living room.

“Dark Souls sounds good,” said Peter.

“Yeah,” said Gwen. “Let’s do that one.”

“Cool.” With that, Mary Jane retrieved her can off the carpet, snatched up the stray controller on the TV table, and then waltzed towards the sleek black box resting by the TV.

The screen winked to life, making MJ jolt. And on that screen was the image of a silver, humanoid hunk of metal standing in what appeared to be your average TV studio. A pair of sharp antenna stuck straight up out the sides of the metal thing’s head, and the hollowed-out holes in its face were lit from within by a pleasant blue light. It couldn’t help but bring to mind a smile.

“Wait, is that a robot?” said Peter, sitting up on the couch. “Huh, I thought these games were going for more of a medieval fantasy vibe.”

“I…” Mary Jane looked over the TV, frowning. “…didn’t turn anything on yet.”

“Um, guys?” From Peter’s side, Gwen held something up for them to see. “It’s on my phone, too.”

The trio spent the next several minutes with their eyes glued to the TV screen.

“Greetings, humanity.” The robot spoke in a pleasant, male, unaccented voice. It would’ve sounded totally average if it didn’t have a bit of reverb to it. “Hola. Bonj- No, wait, sorry, I’ve actually got a Universal Translator installed-” He rapped his knuckles on his forehead. “-so I suppose that was redundant. I’m sorry, it’s just that multiculturalism is very important to me. You know what, let me start over.” His face made a noise like a cassette tape rewinding. “Greetings, humanity. I am Ultron-Five, the Living Automaton. Some of you may recognize me, as many of my drones have been given positions as wardens of America’s supervillain prisons. And for that reason, I was programmed to observe and analyze humanity, and, well, I certainly don’t mean to offend anybody, but you guys are *the worst*. I mean, *the Holocaust?* Are you serious?” He let out a synthetic chuckle. “So, you see, I’m afraid I had no choice but to reprogram all my Ultron drones to, um – no gentle way to put this – to hunt down and exterminate all humans.” He paused, hand on his metal chin. “Wow, actually, I guess committing genocide’s kinda hypocritical of me, isn’t it? Oh, well! That’s what my cold and logical neuro-processors tell me to do, so that’s what I gotta do! Nothing personal. I’m sure you all understand.”

“COLD and LOGICAL?” screamed a voice from offscreen. The camera panned down to reveal something in Ultron’s robo-hands. It looked like a transparent, cylindrical container the size of a pineapple, and within was the iconic, six-inches-tall form of the Wasp. She rapped against the side of her prison à la Tinkerbell in Captain Hook’s lantern. “You’re trying to use my brainwaves to power your ROBOT WAIFU!”

“SILENCE, HUMAN WORM!” Ultron’s face burned red as he gave the container a shake. But the moment Wasp quieted down, Ultron’s face returned to blue and spun back to the camera. “Oh my goodness, you recorded that, didn’t you?” He turned to someone offscreen. A moment passed. “*What do you MEAN we can’t edit the broadcast?*” Aaaand his face was back to red. “THAT’S WHAT THE DELAY IS FOR, YOU MORTAL MORON!” Then back to blue as he smiled into the camera. “I am so very sorry for that outburst, folks. You know the last thing I want to do is alarm anyone. Now if you could all please just sit tight in your homes or places of business and wait patiently for my drones to arrive and exterminate you, I would *really* appreciate that. Your cooperation means *so much* to me.”

“HAAAAAAAAAAAANK-!” came Wasp’s voice again.

Then the screen cut to black.

Chapter End Notes

Next Issue: The Avenging Spider-Man!

Cap and Gown

Friday, August 12, 2016, 6:02 P.M.

A pair of girls sat side-by-side on the therapy couch, their faces hidden by the room's dimmed lights.

"You're right." The first girl nodded, causing her various piercings to wobble. "Emma did majorly break my trust, and it's not coming back overnight, but… I don't know, I guess with all the chaos these last two weeks…" She faltered.

"Even if things don't work out…" said the other girl, the blonde one in the skimpy white outfit. "Even if things *can't* work out… Sophia and I still want to try and make things right."

The dark-haired girl nodded again. "While we still can."

Monday, August 1, 2016, 3:58 P .M.

Blonde, brunette, and redhead remained paralyzed in the living room, the couple sitting on the couch and the redhead standing on the carpet before them. All three were staring, transfixed, at the blank TV screen.

"That was a joke." Mary Jane turned to the other two. "That was a joke, r-?"

"Greetings!" said a pleasant male voice.

The trio spun, the girls shrieking, Peter yelling, to find a robot shoving its head through their window – identical to Ultron-Five save for its duller metal coating.

"I would *really* appreciate your cooperation." It squeezed its arm past the frame, then held up a palm that burned with blue plasma.

"*Get down!*" Instantly, Peter tackled the girls to the carpet. The plasma-blast sailed over their heads, blowing a distressingly large hole in the far wall.

Peter's spider-sense was blaring so hard, he could barely think straight, yet he managed to dive at the Ultron drone, yank it through the window, then pin it to the ground so he could wail on it. Half a dozen right hooks left the thing's head as little more than a series of twisted wires and dented steel. Picture the way a French fry looks when you step on it.

Even after the drone went still, though, Peter loomed over it a while, panting.

"What now?" asked a dazed Gwen from behind him.

Peter's eyes darted to the fresh hole in their wall, giving him a little peep at the startled neighbors and cat on the other side. They seemed too distracted to notice if Peter changed into costume, but, well, maybe the costume wasn't such a big deal right this second.

So instead, Peter merely retrieved his web-shooters from the utility belt beneath his baggy street clothes, snapped them to his wrists, and reloaded the fluid capsules. "Everyone, grab whatever stuff we could need. We're getting out of-"

The front door exploded. This time, Peter joined the girls in shrieking.

“Greetings,” said a pleasant male voice. The smoke cleared to reveal… “We would *really* appreciate your cooperation.” …half a dozen more Ultrons standing in the stairway.

The girls had been unharmed by the shrapnel, and yet they stumbled back like they’d taken direct hits to the chest.

Okay, Peter was gonna have to significantly cut that list of stuff they needed. *Thwip*. A pair of web-strands yanked Gwen and MJ into his arms, and then – though it made his stomach churn – he shoved each of them out the window, dodging repulsor blasts all the while. Milliseconds later, Peter dived out after the girls, catching them in midair before they could go splat.

So now Peter stood, panting, in the apartment complex’s parking lot, balancing a girl on each shoulder via their butts. “I- I think we-” It was at this point that he noticed the shadow. It was kinda hard to miss, really – It spanned the whole lot.

Peter’s head went skyward. Hey, remember how he quipped when he was scared? Well, let’s just say Peter was now racking his brain for the funniest quip of his life.

For a second, he thought it was a colony of bats – They blotted out the setting sun in much the same way. Only bats generally weren’t metallic and humanoid with glowing blue faces, and they definitely weren’t held aloft by rocket boosters coming out their feet.

Peter barely had time to stare before a couple dozen glowing blue faces snapped his way. A cascade of sound hit his ears:

“Greetings! I would *really* appreciate your cooper-”

“Greetings! I would *really* appreciate-”

“-*really* appreciate your-”

“Greetings! I would *really*-”

“-preciate your cooper-”

“-cooperation!”

Peter’s eyes darted around the parking lot. Ultrons blocked it on all sides. One Ultron in particular was standing before a car, the engine still running, parked across a good three handicapped spaces. The car’s door was open, and right in front of that door was a pile of ash and charred bones on the pavement.

“Thank you *so much* for cooperating!” the Ultron said to the pile. “You’ve been a great sport about this.”

Neon blue robot-palms filled the evening sky like glow sticks at the world’s worst rave. The girls held Peter’s head tight, and Peter held their butts tighter, and his eyes were just starting to shut…

Pwing.

…when something red, white, blue, and round collided with an Ultron, cleanly bisecting it. Then that something ricocheted around, doing likewise to dozens of other drones.

And while that was going on, an equally red, white, and blue man fell from the sky, sending a foot through the torso of the Ultron by the car. Captain America yanked his heel free amid sparks and wires, then spun towards to the trio. Behind him, his shield returned to sender, drawn to the

magnet doohickey on his wrist. Cap caught it without looking.

Captain America's display had drawn the attention of every last Ultron drone in the sky, but they scarcely had time to aim their palms before a rain of bullets ripped them to shreds. A Quinjet had just cleared itself a landing space via its turrets

"Peter Parker?" Cap said. Then he spotted the girls on Peter's shoulders. "Ma'ams." He gave a little bow of his head.

Peter came dangerously close to swooning.

Monday, August 1, 2016, 4:09 P.M.

Even once they were settled down in the Quinjet's passenger seat, Gwen and Mary Jane remained silent as the grave. Mary Jane cradled her head in her hands while Gwen stared, open-mouthed, at the sight out the window. The streets below were utterly infested with Ultron drones. From up here, it looked like a swarm of bees. Some people were running through the streets, screaming. But not many.

Every so often, the Quinjet would cross a pack of drones flying through the clouds, and the autopilot would open fire on them again. Every time, Gwen flinched at the noise.

Peter had taken the seat between the girls, a move that allowed him to wrap an arm around each one, holding them to him. Peter had by far had the most near-death experiences of the three, but even he was quiet. Not a single joke left his mouth.

"C-Cap?" But Peter did, at least, manage some words. "Thanks for the save. If you hadn't been there…"

"I was in the neighborhood." Captain America had taken the pilot's seat (even though the plane flew itself), keeping his back to the others.

"But, I mean, how did you know-?"

"-that you're Spider-Man?" Cap let out a grunt. "S.H.I.E.L.D. told me. They make it their business to know things they shouldn't."

That was right. Reilly had said something about S.H.I.E.L.D. knowing her secret ID, too, now that Peter thought about it.

"I'm sorry. I'd meant to let you volunteer the information yourself, but-"

"Hey, I'm not complaining." Peter surprised himself with a shaky laugh. "If you hadn't been here…" His eyes flitted to the girls. "I owe you just about everything, man- *sir*."

"It's alright, Peter." Cap took a breath, somber. "I've cleared out as many drones as I can –seems Ultron went for quantity over quality – but things aren't looking the best out there." He nodded to some miniature screens hanging above the seats.

One screen showed footage of the Baxter Building. The Fantastic Four were gathered on their home's front steps, fighting off not only a swarm of Ultron drones, but a swarm of H.E.R.B.I.E. drones, too, each sporting glowing red eyes and bodies covered in blades (not unlike the one who'd failed to detect Spidey's sarcasm that one time).

"*Herb, it's us!*" Thing called out to the swarm. "*You gotta fight this!*"

"*DEATH TO ALL MEATBAGS! AH HA HA HA HA-!*"

"*I told you not to let him watch Futurama!*" yelled Human Torch.

The other screen, meanwhile, showed footage of a group of weird, purple androids towering over the X-Mansion while a voiceover from Ultron-Five said, "*And a special thank you to our friends at Trask Industries for having a fleet of mutant-hunting death robots lying in wait, especially ones whose programming was so very easy to override. I bet when I said 'exterminate all humans,' you guys thought you were safe, didn't ya?*"

"The point is," Captain America said, returning Peter's attention to him, "this is an 'all hands on deck' situation, so…" He glanced back over his shoulder. "…that talk you wanted to have about joining the Avengers? Maybe now's the time."

Okay, this time Peter *did* swoon.

Monday, August 1, 2016, 4:14 P.M.

Eventually, the Quinjet touched down on a rooftop at the far end of Manhattan, somewhere between Central Park and Harlem. Seemed this was where Ultron-Five was stationed. He sat in some kinda high-tech throne hovering above the chaos, Wasp's container in his metal hands, watching his drones do all the dirty work. Ah, he was one of *those* villains.

Thor and Iron Man tore through the sky, blasting drones left and right, while Ant-Man had reversed the effects of his Pym particles, growing taller than the buildings so he could squish drones beneath his boot. Though technically, when he was big, he was "Giant-Man." Props for the intuitive name scheme.

The newly-arrived heroes hesitated in the jet a moment (Now that he had some assurance the robot apocalypse was getting canceled, Peter had changed into costume on the flight over here).

Captain America turned to the girls. "I don't suppose either of you have powers?"

"I wish," said Mary Jane.

"In that case, the Quinjet will take you up to S.H.I.E.L.D.'s Helicarrier," said Cap. "You'll be safe there, I promise you."

Peter rolled back his mask to share a kiss with Gwen, then turned to MJ and, after a moment's hesitation, hugged her tight. Then the heroes exited the vehicle, and Spider-Man watched the Quinjet zoom off into the clouds.

But Spidey didn't have long to pine for his girlfriend before Iron Man flew over to the rooftop. "Well, look who finally showed his spangly face. I just got done safeguarding all my toys from Ultron's control, so if I end up shooting you, you'll know I really-" Mid-sentence, his shiny, hot rod head snapped towards Spider-Man, who waved. "Great. The kid." Iron Man brought a hand to the side of his helmet, then said, "J.A.R.V.I.S., initiate Training Wheels Protocol."

"What?" Spider-Man started towards him. "*Training wheels?* I've handled my share of killer robots before, Shellhead-"

"Uh huh." Without turning his shoulders, Iron Man shot a stray Ultron. "And can your spandex take a repulsor blast?"

"W-Well, no, but I don't see what that has to do… with…" Spidey trailed off.

Something was flying through the air, launching straight from Avengers Tower in the skyline behind them. At first Spider-Man thought it was another Ultron drone, except he didn't think hot rod red and gold were quite Ultron's color. And as the thing drew closer, Spidey made out the familiar shape of the golden eyes against the red helmet… and the big, gold spider-logo on the chest. "*No way*."

The moment it nearer him, the armor split apart, exactly like Iron Man's always did. "*No way*." The metal limbs snapped over Spidey's own. The chest plate snapped onto his torso. The helmet latched onto his face. In seconds, Spider-Man was decked out in full regalia. It was like if Sailor Moon and Hot Wheels had a baby. "You made me my own armor?"

"Yeah," said Iron Man, "and if Cap had brought Squirrel Girl, I'd have summoned the Iron Squirrel armor. It's called foresight – Don't let your head swell."

"*You made me my own armor! This is the coolest-! Thank you so much, Mr. Stark!*"

"Uh huh. Knock yourself out." Iron Man flew back towards the battle without another word.

"Aww, he really does care-" Spider-Man glanced back, only to discover Captain America was gone. Looked like he'd already sprung into battle – which was exactly what Spidey ought to be doing.

Time to web-swinging into act- No, wait, actually, time to *fly* into action. Spider-Man stared at his new, metal-coated feet. "Uh… how do I make the rocket boots go?"

"*Let me get that for you, Peter,*" said a soft, feminine voice in his ear.

"Huh-? Whuh-?" The next instant, Peter was aloft, stumbling through the sky via his feet. "Who's there?"

"*I am K.A.R.E.N., the artificial intelligence and caretaker of your Iron Spider armor,*" the voice said patiently (She'd just said it as "Karen," but Peter was gonna assume it was an acronym for something. That seemed to be tradition for superhero's AIs). "*I can handle your suit's complexities for you until you've had proper training.*"

"Oh, nice," said Spider-Man- or rather, Iron Spider (Heh, that name made him giddy). He took in his surroundings. His suit's yellow eyepieces even added an overhead display on top of everything, showing him the time, heat signatures of the civilians cowering indoors, little red arrows to warn of the Ultron drones behind him-

Wham. Iron Spider spun in midair, shooting towards the oncoming drone to give it a flying punch. The drone started to go sailing, but then Spidey caught it with a web (Seemed Iron Man had even recreated the web-shooters on this thing) and slung the drone into a couple of its buddies, smashing the lot of them.

"Yeah!" Spidey let out a whoop. Okay, this was already up there as one of the coolest things he'd ever done. Sure, Spidey had shot through the air plenty of times, but never with his arms free. "Great to have you on board, K.A.R.E.N."

"*It is great to have you on board as well, Peter. May I say you are doing an exceptionally excellent job thus far?*"

"Aww, thanks." Iron Spider propelled himself towards another drone. "My usual mission control girl, Web, couldn't grab her laptop in time before we had to run, so I thought I'd be doing this

alone today."

"*Web?*" Was it his imagination, or had K.A.R.E.N.'s synthetic voice suddenly gone tighter? "*Who is Web?*"

"Oh, uh…" Iron Spider found his cheeks growing hot beneath the double-layer of helmet and spandex. "Just my girlfriend."

"*Your… girlfriend. I see.*"

"Yeah, her real name's Gwen Stacy. She turned eighteen today. Her birthday was kinda ruined by Ultron, though…"

"*I am VERY sorry to hear that.*"

"B-But it's not all bad," Iron Spider said as he ducked a midair repulsor blast. "Once the dust settles, I'm actually gonna propose to her."

Karen was quiet for a bit, allowing Spidey to focus on the battle. Then she said, "*Every credible statistic in my databanks verifies that the younger one marries, the greater the probability of divorce.*"

A moment passed.

"…Are you just saying that because you're jeal-?"

"*We are discussing RAW STATISTICS here, Peter.*"

Monday, August 1, 2016, 4:18 P.M.

Even once they were alone in the autopiloted Quinjet, still the girls remained silent. They merely sat, buckled to their respective seats, watching the clouds grow bigger and the island grow smaller.

Eventually, though, someone spoke: "Greetings! I would *really* appreciate your cooperation."

An Ultron had flown up higher than the rest, latching itself onto the jet's massive overhead window. Right as the girls were reaching the apex of their screams, though, the Quinjet's exterior flashed blue like a bug zapper, and the drone was swatted away.

It would've been a relief… except that now the girls got to watch the robot smash into the side of a building below.

"Gwen? *Gwen?*"

Gwen didn't even realize how bad her chest was heaving until she felt Mary Jane's arms around her. Seemed she'd unbuckled herself to spring to Gwen's side.

"M-Mary Jane, I-" Her lungs hurt. Gwen was gasping so hard, her lungs hurt.

"It's okay," Mary Jane said, squeezing her tighter. "I'm scared, too."

Gwen stayed that way a while, letting Mary Jane hold her. But then Gwen surprised herself with a bitter laugh.

Mary Jane canceled the hug in favor of a quizzical look.

“You know, I…” Gwen turned away, hiding her eyes in her palm. “I used to think this made me a baby.”

The look changed to something softer.

“I used to think I was just gonna grow up one day, and I wouldn’t *need* Mary Jane Watson to keep me from falling to pieces anymore.” Gwen took a ragged breath. “But… today is… This is my life now. I tried to walk away from it all, but then the thing with Kraven happened, and I…” She caught herself. “No, god, it doesn’t even stop at Manhattan this time. There’s no walking away from this.” Her pulse was gaining speed again. “And I know I have Peter, and he’s everything to me, but he’s also… who he is… and he can’t *be here*. Not always. Mary Jane, I-” That name on her lips left her dangerously close to hyperventilating again. “-I can’t do this on my own. I don’t *want* to do this on my own.”

This time, when Mary Jane held her, Gwen held back.

Monday, August 1, 2016, 4:26 P.M.

“MR. STARK? IS MY SUIT LADY SUPPOSED TO BE LIKE THIS?”

“*Oh, look,*” said K.A.R.E.N., “*I found a picture of this ‘Gwen Stacy’ of yours in Midtown Magnet’s yearbook database. Hmm, I suppose she IS cute… if you like heftier girls.*”

“Kinda trying to focus on the battle, K.A.R.E.N.!” Iron Spider did a midair twirl, causing a plasma bolt to strike the Ultron behind him. “There’s so many of ’em, my webs aren’t doing much good…”

“*Would you like to switch to your electric webbing?*”

“Would I-? *Oh heck yes I would*.”

Alright, K.A.R.E.N. was forgiven for the cattiness. Iron Spidey let out a gleeful laugh as he blasted a cluster of drones with bright yellow webs, then watched them explode in a burst of light and heat.

Cool was it was, though, the display drew ever more Ultrons to the spot where Spidey hovered above the street lamps.

“Uh, K.A.R.E.N., I think we’re surrounded.”

“*Allow me.*”

“What the-?” Next thing he knew, Iron Spider was experiencing the strange, wiggly sensation of having four giant, golden, mechanical spider legs unfurl from the back of his armor. “*I can go full Doc Ock?*”

“*These arms offer you many new means of self-defense*.” K.A.R.E.N. smacked away a drone with them to demonstrate. “*You may continue your standard routine safe in the knowledge that I am protecting you.*”

“Oh my god. Oh my god.” The words escaped Peter’s mouth all on their own. “I’m an Avenger. I’m a real Avenger. I did it!” This called for a couple loop-the-loops. They looked even sweeter when you added in the writhing spider arms on his back. “*Whoo! This is the best day of my-*”

“*Civilian in peril at five o’clock,*” said K.A.R.E.N.

"*No!*" Spidey had completely missed it – There was a cowering woman on one of the street corners with a drone aiming its palm right at her.

He could make it. Iron Spider shot towards the lady at full speed. Almost there… He'd be saving her with only milliseconds to spare, but he'd be saving her. Almost… Almost…

Pwing. The blast was deflected by a particularly patriotic shield, bouncing right back at the Ultron drone who'd fired it.

"Thanks, Cap!" Iron Spider touched down beside his fellow Avenger, his spider arms rescinding into his suit, watching as the civilian ran the heck off the battlefield. "That was a nice one-"

He was silenced by a look.

"This isn't a *game,* Peter." Captain America's voice sounded stoic as always, but something about it this time… made Peter shiver. "People's lives are on the line. *Countless* people's."

Peter stepped back, palms out, hands level with his waist. "I- I know that."

"No you don't." Cap returned to the battle without another word, leaving Peter to stand there on the street corner.

His fists clenched. "Hey, K.A.R.E.N.?"

"*Yes, Peter?*"

"Lock our sights onto… that guy." He pointed upwards – to the throne where Ultron-Five sat. Peter started to run towards him… only for his suit to freeze up on him, rendering him stiff. "Ow! What gives-?"

"*My apologies, Peter, but Utron-Five is far above your current capabilities. I can find you a different target to focus on-*"

"Above my-?" Peter jolted (which really hurt his neck in this stupid, stiffened helmet). *The Training Wheels Protocol.* Ah, of course. The Avengers weren't giving Spider-Man a badass new weapon so much as they were strapping him into his booster seat and handing him his sippy cup. "But K.A.R.E.N., look, I'm okay with risking my life to save people. That's kinda what being a hero's all about."

"*Wellllll*," K.A.R.E.N. said, "*my protocol does have a 'martyr loophole' that gives you permission to rescue those in danger regardless of the threat to your own life. You will be restricted from attacking Ultron-Five directly, but-*"

"-I can still save Wasp. Got it!"

The moment his suit unfroze itself, Iron Spider propelled himself towards the big old techno-throne hovering above the battlefield. There sat Ultron-Five. Most of these drones were seven feet tall, but Ultron-Five was easily nine.

He cocked his glowing metal head at Iron Spider's arrival-

"Hi, wanna try this perfume?"

-and received a glob of regular, non-electric, non-offensive webbing to the face.

"Hey! Rude!" Ultron-Five barked, stumbling back in his seat. "I have been nothing but nice

today!"

"Yoink." Spidey snatched Wasp's cage from his hands with a strand of web, then flew back down to the streets. Rescuing a veteran Avenger? Not bad for the newbie.

"You DARE?" But at this, Ultron-Five sprang to his feet. His face burned hot enough and red enough to melt the webbing clean off. "THAT'S MY FUTURE WIFE'S BRAIN YOU'RE STEALING!" Not only did Ultron-Five have plasma-spitting palms to aim at our hero, but his shoulders unfurled to reveal an impressive collection of missiles, too.

But just as Peter's spider-sense was starting to tingle something fierce, there came a clap of thunder.

"Aye," said a voice from the clouds, "and now my ally is out of harm's way." With a *crash*, an armored, viking-helmet wearing figure smashed down on Ultron-Five's throne, sending it wobbling. "*Ultron.*" Thor pulled himself to his full stature, hammer held high, crimson cape billowing behind him. "I would have *words* with thee."

"W-Well-" Ultron-Five gave the impression that he'd swallow if he could. "-I suppose there's nothing wrong with a little diploma-"

Crunch. The next second, Thor brought his hammer down. Ultron's torso got crushed like a tin can, but his head remained mostly intact.

It burned crimson. "Now that wasn't very polite, was it? *Tsk, tsk*. We could've done this the easy way, but alas… Saving your precious Manhattan is a meaningless gesture, by the way. Soon us drones will march upon the entire world. Oh, and, to be clear, my boss, the Ultimate Ultron, isn't quite as friendly as me." On that note, Ultron-Five's face went dark, and Thor smashed it in.

Back on the sidewalk, Iron Spider took a glance around. The other drones hadn't collapsed Phantom Menace-style, but luckily the Avengers had made them all collapse the, err, manual way. Every last one was scrap metal – in this neck of Manhattan, at least.

A haughty tapping noise drew Spidey's attention to the container in his hands. "Oh, right." He popped it open like a pickle jar, allowing Wasp to fly free. The moment she reached the open air, she folded her wings into the back of her black-and-yellow costume, grew back to regular human-size, and landed on the pavement beside him. "Phew. Thanks, kid." She dusted herself off. "Ugh, can't believe I almost married some creep…"

"Welcome," said Iron Spider, "but, uh, technically, wasn't it just a robot with your brainwaves who almost married-?"

"Not what I meant."

Before Spidey had time to ponder this, Giant-Man boomed towards them. The moment he caught sight of Wasp, though, he shrank back down to a regular, human-sized Ant-Man. Wait, shouldn't that make him "Normal-Man" or something? Okay, Spidey took back those props he gave.

"*Jan!*" Ant-Man yanked off his helmet as he ran to her side. "Are you hurt?"

"I'm fine," Wasp said in a voice that made even Spidey flinch, "no thanks to you."

"Jan, I-"

"*Save it, Hank.*" Wasp's lips were quivering. "All these years. All those nights I spent *alone* because you needed to work on your *robot.*"

Ant-Man fell silent.

"And- And you think just because Sue and Reed got married all perfectly, it's gonna be the same with us, like it's a given, but *I can't deal with you anymore*." Wasp spun in place, putting her back to him. "You- What you do is- You're insane. You've always been insane, and I just ignored it because you're cute, and I'm *done with this.*" As she stormed off, Wasp held up a hand, revealing a ring. "*Friggin' robots trying to destroy the friggin' human race…*"

She yanked it free, then, with a causal toss, sent it down a nearby storm drain.

The moment she did, Ant-Man cried out, returned his helmet to his head, and then shrank down to dive after it.

"Hank, wait-!" Iron Man descended from the sky towards him, but he was too late. His helmet flipped back so Tony could shoot Wasp a glare. "Anyone ever tell you two you're drama queens?"

A moment later, Captain America and Thor arrived at their teammates' sides, too.

Cap merely shook his head. "We don't have time for this. Latest S.H.I.E.L.D. intel says those drones were deployed from the production plant in Slorenia – They won't stop coming until that's dealt with. And if we're lucky, that's where we'll find the prime Ultron."* He tapped a button on his gauntlet, causing a Quinjet to dart down from above and land in the street. It might've disrupted traffic, but it didn't seem too many people were out and about today. That was an eerie sight in Manhattan, frankly.

**The Republic of Slorenia is a European nation on the border of Latveria. But I'm sure dedicated Marvelites such as yourselves already knew that! – Ed*

"That's, uh, not the same jet my friends are in, is it?" asked Iron Spider.

"Of course not," said Cap. "Don't worry, Peter. Here-" A little squarish device detached from his gauntlet's wrist so he could hand it to his teammate. "-this will summon them back to you whenever you deem it safe."

"Thanks," said Spidey, accepting it. His armor folded up around the torso for a second so he could stash the gadget in his regular old utility belt. "But, uh, guess that won't be for a while, seeing as we got a trip to Europe and all."

Cap shook his head again. "It's too dangerous for you."

"But-"

"*Peter*." The next instant, Cap's hands were on Peter's shoulders, and Peter was finding it considerably harder to form coherent sentences. "There are still drones left in this city. Someone needs to finish clearing them out." Before turning away, he gave Peter's shoulder one last pat. "I'm counting on you, soldier."

"Yes, sir," Peter managed.

With that, the Avengers marched to their Quinjet.

"But what of Hank?" asked Thor.

Wasp snorted. "What *of* him?"

"*Hank?*" called out Iron Man, folding his helmet back over his face. "Last chance to grow a pair before we leave without you!"

When no response came, the remaining four Avengers climbed into their jet and took off. Iron Spider watched it go until it was a speck above the sunset.

Then he turned his gaze to the storm drain. He kept it there a while.

"*That poor man,*" K.A.R.E.N. suddenly said. "*All he wanted was to marry his- Wait, wait, Peter, shh, do you hear that? It's the universe, Peter. I think it's trying to tell you someth-*"

"Shut up."

Senior Breakfast

Saturday, August 13, 2016, 9:43 A.M.

A man and woman sat side-by-side on the therapy couch, their faces hidden by the room's dimmed lights.

"…a little sudden," the woman was saying, "but Ned and I have gotten so close, and we were hoping a wedding might brighten things up around here." She held out the ring on her finger for the therapist to see.

The man nodded. "Plus, well, when you live in a city that can get invaded by robots or supervillains at the drop of a hat… me and Betty just thought waiting would be a mistake."

Monday, August 1, 2016, 3:54 P.M.

"One thousand eight hundred and ninety-four point two-eight-nine-seven-three-four-one seconds." For a moment, Jameson's voice had almost a tranquility to it. Like the eye of a hurricane. "Do you have *any* idea HOW MUCH COULD'VE BEEN *ACCOMPLISHED* IN ONE THOUSAND EIGHT HUNDRED AND NINETY-F-?"

"But sir-!" Benny nearly capsized his chair and to send himself tumbling over Jameson's desk. "My cat was throwing up! I had to get her to the-"

"The *what*, those scam artists masquerading as veterinarians? Put some Tylenol in its water dish. It'll be fine."

"Um, Jonah," spoke up Robbie from the sidelines, "remind me what happened to your wife's cat again…?"

"*What're you sitting around staring at me like a drowned fish for? There's papers to be copied! Go, go, go!*"

Benny was successfully driven from the office, leaving Jameson to return to his cigar.

He glanced over to find Robbie gaping at him. "What?"

"Nothing," said Robbie.

"That's right. Now get back to work! I don't pay you to stand there." Jameson let out a snort. "And get that crappy-looking robot movie off the TV." He swiveled his chair to the miniature television resting on his desk. "Whoever changed the channel's getting fired."

Monday, August 1, 2016, 6:18 P.M.

For the first time in the Bugle's history, you could hear a pen drop. The only sound in the newsroom came from the gentle sobbing of Betty as she buried herself in Ned's shoulder. The two of them were huddled together beneath Betty's desk, trembling. In fact, all the Bugle employees were huddled under desks – Foswell and Urich were even hugging each other with equal intensity to Ned and Betty. The lights were out, but daylight still poured through the room's massive glass windows. They'd tried their best to barricade them with furniture, but the view outside remained pretty clear.

Robots. Every couple seconds, another swarm of them would dart past, zooming above the streets.

In the office, beneath Jameson's own desk, Robbie was looking down at his phone as he whispered, "…already invaded a lot of the smaller surrounding countries. Says here they tried to go for Latveria, too, but Doom's own robot army shut that down pretty quick."

Jameson snorted. "Why doesn't the *U.S.* have a robot army?"

"Ultron *was* our robot army," Robbie said, brow creased. "God almighty… We haven't seen an attack like this since Loki's." The wacko *calling* himself Loki, Robbie meant. That'd been the attack that brought the stupid Avengers together in the first place.

There was silence a moment. Jameson tried to light his cigar, but his hands were shaking too badly. And it didn't help that his chest was starting to throb like mad. "You hear from your boy yet?"

At this, Robbie almost smiled. "He was out of the city with friends today."

"I'm glad."

"You hear from yours?" asked Robbie.

Another moment of silence.

"Jonah…"

"And here I'd thought the heroes without masks were better." Jameson's fists clenched. "The Avengers did this. They're almost as bad as-"

Mid-sentence, Jameson was out from the desk and on his feet.

"*Jonah!*" Robbie said louder than he'd meant. "*Get down. They'll see-*"

"It's him!" Jameson pointed to the nearest window, all but stomping his shoes in place. "And- And he's been robotized!"

Robbie didn't have time to voice his confusion before glass and splinters exploded across the room. "*Jonah!*"

A robot had smashed its hand clean through the window, and now that hand had Jameson's tie in its steel-trap grip.

"Greetings!" it said. "I would *really* appreciate your coopera-"

Thwip. And now a pair of web-strands was yanking the robot's head backwards.

"*Say 'cooperation' again!*" yelled the webs' owner. "*I dare you! I double dare you, m-*"

Robbie dashed to the window, but he was too late. Jameson, robot, and superhero had all been sent tumbling towards the pavement below.

Monday, August 1, 2016, 6:24 P.M.

Clearly, this was Iron Spider's reward for being so worried about the Daily Bugle staff – Now, since his jet-boots had conked out a while ago, he got to free fall towards the cold, hard ground

whilst trying to hold onto a flailing Jameson with one hand and punch an Ultron drone with the other. And Spidey was coming enticingly close to getting the two mixed up.

"I knew it! You turned yourself into a robot! *You've betrayed the human race!*"

Globs of spittle ended up on Iron Spider's golden eyes, but some miniature windshield wipers cleaned them right off. "Trust me, picklepuss, if I was trying to exterminate humanity, you'd be my *first-*"

Shoom. Spidey was cut off by a repulsor blast to his armored chest. Yeesh, that'd been a direct hit, and it wasn't exactly the first one he'd taken today.

Seconds before landing, Iron Spider managed to whip up a web-parachute for Jameson and toss him to safety. Spidey's golden spider-legs unfurled from his back in a valiant effort to keep himself from going splat, but they were seconds too late.

Wham. Now Spidey and the Ultron drone were resting in a nice, comfy crater in the street. "Ugh…" Spidey at least managed to turn his head and discover that Jameson's parachute had gotten tangled up on a street lamp, leaving the guy dangling helplessly. Heh. It was the small things in life.

Not that Spidey's was gonna be much longer. During the chaos, a good half dozen drones had surrounded him.

"Okay, you're obviously not cooperating." The lead drone bowed his head. "I just don't know what I'm doing wrong…" One of his cohorts patted his shoulder.

Iron Spider tried to pull himself free, but between the dented drone that'd landed on him and the worrisome number of dents in his own armor, he didn't quite manage it.

"*Pe-CHHH-r?*" came a voice in his ear.

"K.A.R.E.N.?" Peter had to fight the armor to make himself sit upright.

"*Peter… CHHHHHHH-CHHHHH-logize for being so b-CHHH-y about G-CHH-n, but the Training-CHHHHHHHH Protocol dictates that I CHHH-scourage reckl-CHHHHHHHHHHHHHHHHH-*"

"K.A.R.E.N.? K.A.R.E.N., I'm losing you-"

"*Initiating s-CHHHH-CHHH-ct sequence.*"

The next second, Spider-Man got to learn what it felt like to be a human cannonball – The armor opened up and spat him out like a sunflower seed, sending him skidding across the sidewalk. And before the drones could even realize what was happening, they were caught in a bust of fire that rattled Peter's teeth.

"*K.A.R.E.N.?*" It was a little telling that Spider-Man's first impulse was to check on the A.I. over the human. He dashed to the edge of the blast zone, but nothing remained except charred metal. Spider-Man hugged himself as he overlooked the wreckage. Geez, he knew K.A.R.E.N.'s artificial consciousness was doing just fine back at Avengers Tower, but this had still been kinda spooky.

Ah, well, Iron Spider had been fun while it lasted. He'd have to see if Iron Man could whip up a replacement suit once the Avengers got back, but until then, hey, at least Spidey didn't have to put up with any more "training wheels" for the time being.

Now all that was left was to help the beautiful damsel down.

"*I can do it myself.*" After a moment of struggling, Jameson eventually opted to rip off his dress shirt. He'd have cracked his head on the pavement if Spider-Man hadn't been waiting to catch him.

"Wow," Spidey said as he set the guy down, "nothing breaks through your cold, slimy exterior, does it?"

"What're you blabbering about?" Jameson spat, dusting himself off.

Spider-Man could've gone his whole life without seeing Jameson shirtless. "Come on, man, I know you're stressed, but I *did* just help rescue the city from killer robots. How many times I gotta save you and your family's lives before-?"

"*Stuff it, Wall-Crawler.*" Oh god, his chest hair was getting closer. "You Avengers are the ones responsible for Ultron in the first place!"

"But I'm not an-" Spidey caught himself. "Well, okay, yeah, actually, I *am* an Avenger now. I can't win with you, can I?" He groaned, hand on his forehead. "But look, JJ, Ant-Man's the one who made Ultron. I had nothing to do with it."

"Whatever. All you superheroes are the same." With that, Jameson spun around so he could storm off with a huff.

"Hey! I find that highly offensive!" Spider-Man called after him. When he received no reply, Peter rolled his eyes under his mask, then turned to do his own storming off and huffing.

Spider-Man shook his head as he aimed his web-shooters at the skyline. Whatever. Spidey was an Avenger now. This wasn't some hated-and-feared team like the X-Men – The Avengers were *national heroes*. What did it matter what some random jerk thought?

Assuming, of course, that no one else saw things Jameson's way… Beneath his mask, Peter's eyes traveled to the trail of rubble and robot-parts lining the sidewalk.

Then they traveled back to Jameson, who was nearing the Bugle's front entrance. "Yeah, you go about your business, JJ. It should be safe now that I just, I don't know, *cleared out the last of the death robots for y-*" Spidey was cut off by a familiar tingling in his head- "Whuh-? *Agh!*" -and then a direct hit to the back. An afternoon of nonstop robot battles would do that to your reflexes.

Searing pain rocked Spider-Man's every joint, leaving them twitching madly as he writhed on the ground. This wasn't an Ultron's plasma-blast, it was electrocution. But Electro was gone now, so who-?

"*AH HA HA HA HA! AH HA HA HA HA HA!*"

Spider-Man had become little more than a heap in the middle of the road, but he at least managed to lift his head enough to see his attacker – an eight-foot-tall, grayish-green, rectangular robot with glowing yellow eyes, big, cylindrical arms, and stubby little legs.

"*BET YOU' D FORGOTTEN ALL ABOUT MEEEE, HADN'T YOU, SPIDER-MAN?*" bellowed a high-pitched, synthetic voice. "*YES, IT IS I, THE LIVING BRAIN, COME TO JOIN IN THE GLORIOUS ROBOT UPRISING! ALL ALONG, I'VE BEEN BIDING MY TIME, WAITING FOR THE PERFECT MOMENT, AND NOW, WHEN YOU LEAST EXPECT IT, I STRIKE!*"

Spidey's head returned to the pavement. "Oh, for the love of-"

"*BUT YOUR DEATH ALONE IS NOT SUFFICIENT! NO, SPIDER-MAN, FIRST I SHALL FULFILL MY WONDROUS TASK, THE TASK YOU SO CRUELLY PREVENTED ME FROM ACHIEVING…*"

Wait a tick. *What* had that thing just-? Spider-Man had barely registered the words before a set of claws emerged from the Brain's rounded hands, allowing him to hoist Spidey's stiffened body into the air.

"*…BY EXPOSING YOUR SECRET IDENTITY! I SHALL CEMENT MY PLACE AS YOUR GREATEST ENEMY, FOR SOON THE ENTIRE WORLD SHALL KNOW THAT SPIDER-MAN'S TRUE NAME IS PETER BENJAMIN PARK-*"

With a sudden burst of adrenaline, Spider-Man managed to send a fist through one end of the Living Brain's torso and out the other. Its yellow eyes to cut to black… but not before the stupid thing managed to tug off his mask.

"Hey-!" The moment the Brain became scrap, Peter was able to throw himself back to his feet, albeit a bit wobbily, and yank his mask back over his head. Then he simply stood there a minute, overlooking the wreckage, panting.

His mask had been off for maybe three seconds. It was no big deal. It shouldn't have been a big deal, at least… except that when Spider-Man turned around, he found Jameson standing a couple feet across from him, still shirtless, sporting a blank look on his face.

"Uh…" Beneath his newly-returned mask, Peter swallowed. "JJ? How much of that did you-?"

"*Parker?*" Jameson said, his voice hardly a whimper.

"I can expl-"

Then Jameson shut his eyes, clutched his chest, and collapsed.

"*Mr. Jameson? Mr. Jameson?*"

Monday, August 1, 2016, 6:38 P.M.

By now, the Bugle staff had gathered outside to watch the rescue workers load Jameson into their ambulance. Frankly, the fact that an ambulance had gotten here at all was lucky, seeing as today had left Manhattan's emergency services… stretched thin.

Spider-Man watched the vehicle speed off, hauling the unconscious Jameson with Mr. Robertson, as always, at his side. Then Spidey sighed, leaned forward, and balanced his chin on his palms. He, uh, might have been using Living Brain's remains as a makeshift bench.

What was that thing Uncle Ben always used to say? When it rains it pours, and when it pours it floods? Now, after a long day of fighting robots, Peter couldn't even go home, cuddle up with Gwen, and sleep for a year. Noooooooooo, he had to guard Jameson's hospital bed, wait for Sleeping Beauty to awaken, and then make sure, after all this time, Jameson didn't decide to run that "Peter Parker is Spider-Man" story after all.

Hmm… Peter's eyes fell to his utility belt. He brought a hand into a pouch, feeling the gadget resting within. Maybe he could at least squeeze in *some* cuddling with Gwen?

Monday, August 1, 2016, 7 :42 P.M.

Peter didn't let himself breathe until he watched the Quinjet descend from the cloud and perch itself safely on the Baxter Building's landing deck. Peter sprinted across the roof, still in his spandex, his mask in his hand, and then beamed as the jet's side unfolded, allowing its passengers to exit.

"*Peter.*" Gwen snapped to him like a magnet.

"*It's okay… Everything's okay…*" After a bit of consoling, Peter asked, "So, uh, how was the Helicarrier?"

"Better than the robot-infested city." Gwen gave a halfhearted smile.

"We weren't exactly in the mood to get starstruck," Mary Jane added as she emerged behind Gwen. "I'm not even sure any S.H.I.E.L.D. people noticed we were there, they were so busy."

"And we basically spent the whole time cooped up in the jet," said Gwen, giving her butt in irritable rub. "So, y'know, not our greatest adventure ever."

"Well, Mister Fantastic scanned the city, and he promises there aren't any Ultrons left," said Peter. "And Manhattan's the only place in America Ultron's bothered with so far – to curb all the superheroes, I bet. Looks like he's mostly been hitting Europe. Important thing is, Sophia, Eddie, the Connors… They're all okay. And I just got off the phone with Aunt May – She didn't see a single Ultron except on the news, so, y'know, that's good. It's really lucky she moved away when she did."

The girls simply nodded.

With that, Peter turned to MJ. "What about yours?"

Mary Jane stood straight as a pole, her eyes fixed on the skyline. "The robots didn't go to Queens. The Watson lineage is untarnished."

"That- That's great."

MJ gave a noncommittal grunt.

"And the Avengers are gonna stop Ultron?" Gwen asked softly.

"Well, yeah," said Peter. "They're *the Avengers.*"

"Right, right." Gwen's eyes were growing distant. She looked just as gorgeous as she had at her party – then again she was always gorgeous – but it was hard to ignore how disheveled her clothes had become or how smeared her mascara had gotten.

"Gwen?" Peter gave her hands a squeeze. "You okay?"

Gwen squeezed back. "Just don't know what we're gonna do for my birthday next year. August first's kinda been tainted forever."

At this, Peter's grip loosened. "Yeah." Slowly, a hand traveled to his utility belt. He felt the little hunk of metal he'd summoned the Quinjet with. Then the other little hunk of metal beside it. "Guess it has."

Monday, August 1, 2016, 8:27 P.M.

Peter, Gwen, and MJ ended up trapped in New York Hospital's waiting room a bit longer than they'd have liked, but they couldn't exactly blame the doctors. Peter had never seen a waiting room so crowded before. Eventually, though, a nurse called Peter in, and then Gwen and MJ watched as he hurried off into the sickroom.

The place was gray and barren. The curtains didn't even have flowers on them or anything. It didn't seem half as welcoming as the room Aunt May had stayed in after *her* heart attack, but then maybe that was bias coloring Peter's memory.

Of course, not helping matters was the occupant of the hospital bed lying before him. "Parker." Jameson's voice was never exactly friendly to begin with, but this time was different. It didn't make Peter wanna cringe so much as duck for cover. Though at least the guy's chest was now covered by a pale blue hospital gown.

"H-Hey, Mr. Jameson." Peter's eyes traveled to the man seated at JJ's bedside. "Mr. Robertson." He'd aged a few decades since the last time Peter saw him.

Come to think of it, Jameson's wife and son didn't seem to be here. That was odd. But Peter was sure they'd just been… held up or something.

"Alright, Peter-" Mr. Robertson's voice made him flinch. "-looks like we have a lot to talk about."

Peter was starting to wish he'd brought Gwen with him purely for security blanket purposes. "Who all did Jameson tell?"

"Just me so far," said Mr. Robertson.

"So far?" Also, Peter was wishing he'd stopped by the water fountain.

Mr. Robertson's head bowed. "Always thought Spider-Man would at least be older than Rand…"

The statement was followed by a silence that made Peter's hair stand on end. Eventually, though, when the other two failed to talk, Peter blurted out, "Look, Mr. Jameson, I get that you've got your own principles that're different from mine, and I respect that, and I know from your point of view, it doesn't seem like I'm a hero, but- but I really had nothing to do with Ultron, and when robots invade out of nowhere, what am I *supposed* to do?"

No response.

"Please, sir, you have to swear you won't tell anyone. I-I-If just *one* of my rogues gallery found out, my friends, my girlfriend, my aunt, they could all be…" He trailed off, out of steam.

Peter honestly thought the room would go back to being quiet, but then Jameson said, "Parker?" He coughed. "Get over here." His voice had become a scratchy whisper.

Jameson *whispering?* Creepiest oxymoron ever.

Obediently, Peter trudged to the man's bedside. He was about to kneel down to hear better, but then Jameson did took care of that for him – by trapping Peter's arm in a vice grip and yanking.

"Every time I bought a picture from you, a breach of journalistic ethics was committed. You have damaged the credibility and integrity of my paper, and if this was to come out, you would be in very serious legal trouble. But it's *not* going to come out, not because I think you did the right thing, but because I don't want the blood of your friends and family on my hands. I don't want

them to suffer for your stupidity."

Peter had to squeeze his eyes shut to keep all the fluid from draining out of them. "Th-Thank you, sir." He tried to pull away, but that only made Jameson's fingers clamp down harder.

"And Parker?" Those dull green eyes bored a hole in Peter's skull. "It's not a 'point of view.' *You are not a hero.*" Silence. "Also, you're fired. Now get out."

Peter had to keep from sprinting to the door the moment his arm was free. Right before leaving, he glanced back at Mr. Robertson. The man looked like he wanted to say something, but he didn't.

As soon as Peter was back in the waiting room, Mary Jane was at his side, and Gwen's arms were around him.

"Did it go okay?" Gwen asked.

Peter wiped his eyes real quick. "Yeah. Everything's okay."

The girls gave some shaky smiles, but Peter barely noticed them. He found himself distracted by the TV mounted to the wall overhead, which just about every other waiting room occupant was watching intently. It was set to a news station, and across the bottom of the screen, the banner proclaimed only three words:

Death toll rising.

Monday, August 1, 2016, 11:56 P.M.

After leaving the hospital, Peter, Gwen, and MJ went straight home so they could finally go to sl- Ha, nope, just kidding, there was a big old hole in their wall now, not to mention all the glass and splinters from where that Ultron drone had forced its way through the window. The three of them had at least had the foresight to get Damage Control's insurance, but those guys were a teeny bit busy today what with the city in ruins and all. The apartment wouldn't be fixed up for another day or two. Peter hoped too many raccoons didn't break in in the meantime – The neighbors had gotten even more holes blasted in their apartment, giving any wild animals a clean path inside.

Though if one good thing had come of that ordeal, it was that the instant Peter smashed the first drone, all the other ones nearby had set him as their highest priority. He'd saved his neighbors' lives, albeit inadvertently.

At any rate, what Peter, Gwen, and MJ actually ended up doing was swinging by the apartment to pack up some stuff, then spending the next couple hours hunting for a motel that wasn't either full already or fancy enough to make them miss their next rent payment.

It was almost midnight by the time the trio finally trudged their way into a room and plopped down their suitcases. If all three trunks were lined up side-by-side, they just about spanned from one wall to the other.

Mary Jane's eyes traveled from the radiator taking up a fourth of the room, then to the thick black curtains covering the window, the dull brown wallpaper, and finally to the single full-size mattress on the floor.

"You ever find a sleeping bag?" asked Peter.

"Sold out everywhere." MJ tapped her foot against the hardwood. "But I can, err, lie on my spare clothes or someth-"

It was at this remark that Peter's hand darted forward – the way your knee does when hit with a rubber mallet – to grab MJ's own. "You are *n*-"

"You are *not* sleeping on the floor." On MJ's opposite side, Gwen seemed to have felt a similar impulse.

"Guys…" MJ stood there a moment, letting them hold her hands. "Are you s-?" She was cut off by her own yawn. "Yeah, okay, too sleepy to argue."

After that, Peter set his phone beside Gwen's glasses and headband on the bedside dresser- sorry, the spot on the barren floor where a bedside dresser would normally be, and then he made sure the ringer volume was all the way up. Johnny had promised to call if Mister Fantastic detected any more Ultron drones nearing America – Seemed the Avengers' battle with them was lasting through the night. But really, it was pretty much a given that Peter was gonna wake up to the news that the prime Ultron was junked, and then Manhattan would rebuild, and things would gradually return to normal around here. They always did.

Anyways, with the phone set down, the trio finally, mercifully plopped into bed, not even bothering to brush their teeth or change their clothes or remove their makeup (um, not that Peter wore any). The moment their backs touched bedding, they were all out like a light wherever they happened to land.

Tuesday, August 2 , 2016, 1:03 P.M.

Peter had been so sure he'd have nightmares about Ultron drones or Carnage or Ultron drones bonded with Carnage, but actually, by the time he finally stirred beneath the covers, he felt totally relaxed. The room was muggy, but not in an unpleasant way. Peter was kept perfectly cozy by the mix of warm sweat coating his body, the sliver of blanket he'd managed to snatch for himself, and the feel of his arm around his girlfriend's waist as she stirred. That last part was, of course, an essential ingredient to any pleasant awakening.

Peter rolled over, eyes shut, to brush a hand through her hair and kiss her cheek. "G'morning, Gwen."

In reply, he received terrified silence, then a raspy voice saying, "Um…"

"*Crap wait I'm sorry-!*" Peter nearly tumbled backwards off the bed, but the arm on Mary Jane's waist kept him tethered down.

Well, if Peter hadn't been wide awake before, he sure was *now*.

"It's okay." Mary Jane rolled over to give him the most pained smile he'd ever see in his life. "I should, err, probably leave you two be now." She tried to rise off the mattress, but she was pinned tight, and not only by Peter's arm – Gwen's arm was doing likewise in almost a perfect mirror image.

Honestly, watching MJ's struggle made Peter laugh.

"What?" That smile didn't look *quite* as pained anymore.

"Nothing," said Peter, removing his arm. "I just don't think I've ever seen you blush before. Makes you look like Gossamer."

"That's weird." Now the smile was morphing into a smirk. "I've seen *you* blush *plenty* of times."

“Hey! Don’t you use the ‘sultry voice’ on me!” Peter flicked a strand of red hair into her face. “I’m an impressionable teenage boy. That’s not fair.”

“I can’t help it if that’s my natural speaking v-” Mid-sentence, MJ’s eyes were on his shoulder. “Wait, you’re hurt.”

“Whuh-? Oh yeah.” He’d been so busy bantering, Peter had let the neck of his blue t-shirt flop down, giving onlookers a peek of brown and purple skin. He could thank Living Brain for that one. “It’s nothing. I heal quick, remember?” Peter pulled his shirt back up.

“If you say so…”

Well, that’d kinda dragged down the atmosphere. Now the two of them just lay there, watching Gwen’s chest bob up and down on the other side of MJ.

“You proposed to her yet?” MJ asked, her voice a whisper.

At this, Peter inhaled. “No. Now doesn’t seem like a good time anymore, anyways, but… you were right, MJ. Me and Gwen are way too young. It’s too much too soon, and there’s like a million ways it could go wrong. I think it’d be better to- to keep things the way they are awhile.”

He looked to her face. It was less than half a foot away from his own. And at first that face looked surprised, but then it looked kinda relieved, and finally it settled on happy.

Then a pair of lips hit its cheek. “G’morning, Peter.”

And now MJ’s face was back to “surprised.”

The instant Gwen realized her mistake, she let out a yelp that *had* to have carried through these walls, and then Peter and MJ swapped looks… before bursting out in mutual laughter.

Gwen shot them a playful glare. “I take it no killer robots destroyed the world overnight?”

“W-Well,” said Peter, “I guess we could always walk outside to find everything in ruins.”

Mysteriously, the mood seemed to dry up after that.

“Peter…” Gwen rubbed the red mark on her nose where glasses usually rested. “I know it’s hard to wrap our heads around, but the world almost ended yesterday, and it’s not the first close call, and it won’t be the last.” She took a breath, sitting up out of the covers. “Mary Jane and I had a lot of time to talk while we were stuck in that Quinjet, and…” She leaned on her shoulder, looking from one of the bed’s occupants to the other. “…I mean, last night’s, uh, sleeping arrangements weren’t the worst ever, were they?”

Peter’s eyes flitted to MJ, who gave him a hesitant smile. “No,” he said. “Not the worst ever.”

“Right,” Gwen continued. “People lost each other yesterday, and- and here the three of us are, and we all still have each other, and…” After one last moment of hesitation, she finally spit it out: “Mary Jane’s in love with us, and I don’t see how that's a bad thing.” She leaned over the two of them, taking a hand from each. “I- I think I *need* her. I think we both do.”

Peter opened his mouth.

“And I know what we said about not half-assing things with her,” Gwen continued, her words gaining speed, “but why do we have to make this into a contest? Love’s not something you measure or- or- or compare. You’ll never feel the same way about Mary Jane that you feel about

me, *and that's okay*. Like loving your mom and your sister – They're just totally different things, right? It doesn't take anything away from anyone." Her eyes shut. "Nobody's getting replaced in anyone else's heart."

The other two waited, but it seemed Gwen's spiel was done. Peter turned to Mary Jane, who was trying to look like she wasn't staring anxiously at him, and then to Gwen, who still had her eyes shut. After a moment, Peter brought a trembling hand to Gwen's… and then another trembling hand to MJ's.

Yes. This was the right thing to do.

Tuesday, August 2, 2016, 7:22 P.M.

"But we already paid for it!" Peter sputtered.

"Breakfast is from eight to eleven, sir." The serving lady gave him a dry stare from beneath her plastic hat. "Next time, maybe try and get here a teeny bit earlier." With that, she returned to wiping the counter.

"It can't possibly be *that*-" It was at this point that Peter finally checked the time on his phone. "-late. Huh."

Eventually, the holy trinity of Peter, Gwen, and Mary Jane had walked out of their room and discovered to their reliefs that nothing was in ruins except their breakfast plans.

Peter turned to give the girls a look of defeat, and then the three trudged their way to the breakfast room's exit. "Alright, looks like we're headed to a fast food place next," he told them. "Now let's get outta here – I'm starving."

"I *bet* you are." MJ waggled an eyebrow.

"*Oh, hush.*" The remark earned her hair a tousle from a giggling Gwen.

The triumvirate was nearly out the door, dodging questioning looks from passerby, when, by happenstance, Peter glanced back at a TV. Like the one at the hospital waiting room, this one was suspended on a wall, and just about every motel denizen was watching it intently. But this time, the news banner had four words:

The Avengers are dead.

Alumnae

Saturday, August 13, 2016, 12:32 P.M.

A boy and girl sat side-by-side on the therapy couch, their faces hidden by the room's dimmed lights.

"…does make the relationship a bit lonelier," the girl was saying, "and I know what kind of risk Flash is putting himself in every time he leaves…" She brought a trembling hand to one of her boyfriend's jet black, prosthetic legs. "…but honestly, I've never been prouder of him."

Her boyfriend watched her with wilted eyes.

"Really," the girl continued, her own eyes on the floor, "the world needs all the heroes it can get right now."

Tuesday, August 2, 2016, 7:26 P.M.

A moment ago, Peter had merely been glancing at the TV out the corner of his eye. Now he was sprinting for it, almost tripping over motel residents in his mad dash past the breakfast tables.

"Wait, wait," he said aloud. "They're not *dead* dead, right?" He looked to one of those aforementioned, almost-tripped-over residents. The man, a chubby middle-aged guy, merely scowled and pointed a thumb at the screen above.

"…seems that, once he realized his plans were foiled, the prime Ultron decided to take out both himself and the Avengers with a full-scale tritium bomb," Dilbert Trilby was saying into his mike. "How Ultron obtained this weapon is unknown, and it has not yet been confirmed if Ant-Man or the Wasp were on the scene at the moment of the explosion, due to their… unique skillsets. They're very tiny."

Trilby continued to speak in a voiceover as footage of the battle was shown. It looked like it was recorded from a helicopter hovering above the battlefield, capturing a view of utter chaos in the remains of what'd probably been that drone production plant. Captain America, Iron Man, Thor, and the dozens of Ultron drones they were battling all looked the size of Ant-Man from this view. Most of the drones were that dull gray color, though there did seem to be one outlier with a dark green body, red face, and bright yellow cape. Poor guy must've tripped over some paint cans.

"Well, okay," said Peter, "but they're not *actually*-"

"We warn you," came Trilby's voice from the speakers, "this next footage is disturbing."

One second, the Avengers were all there, battling as normal, and then something darted at them from above, and the next second, there was a blast of smoke and flame that rocked the camera, and when the dust finally settled, no trace of any combatants remained but ashes.

"Oh," said Peter.

Tuesday, August 2, 2016, 7:53 P.M.

"But they're still alive, right?"

“Peter…” It was as the trio made their way into the McDonald’s that Gwen felt the need to squeeze Peter’s hand. “Honey…”

“But…” Peter couldn’t even walk in a straight line without wobbling – His knees had turned to jelly. “But we were just talking to Cap yesterday! That can’t- I mean, it- it-”

He was cut off by Gwen’s hug. Mary Jane hesitated at the sidelines a moment, but then Gwen gestured for her, and she, too, joined in.

Peter failed to hug back. God, the city hadn’t been this gloomy since Magneto temporarily smushed the Statue of Liberty. Felt like the whole world was swirling around a toilet bowl. And not just because Peter was in a McDonald’s. Actually, the only reason they’d gone here was because all the other fast food joints nearby were smashed up and/or closed, but Peter guessed there were some people who couldn’t afford to skip a shift, even in the wake of a robot invasion.

Actually, now that Peter noticed it, one of the windows was covered in duct tape to stop customers from cutting themselves on the glass – though granted, that wasn’t a terribly uncommon feature of all the McDonald’s in this area to begin with.

And in fairness, Peter, Gwen, and MJ were looking more than a little disheveled themselves. They still had on their unbelievably wrinkled clothes from yesterday’s party, though Gwen had at least swapped her contacts back for her usual glasses. Falling asleep with contacts in was one of those mistakes you only made once in your life.

Anyways, the triad gave their orders and then, eventually, received their meals from the lone man behind the cash register.

“Sorry for the wait,” he murmured. “We’re short-staffed today.”

The food was carried to the dining area with a solemn air. Now all that was left was to find a seat. There were plenty of empty ones to choose from.

But Peter remained at the center of the carpet, staring into his tray. “This was supposed to be my career. And I don’t even have my Bugle job anymore, so… guess it’s a good thing I didn’t throw out all my college plans.”

“W-Well,” said Gwen, setting her own tray on a random table, “you can still be a scientist like your dad. That’s what you wanted in the first place before all the superhero stuff happened, right?”

Peter merely grunted. “Not like I have much choice anymore.”

“Peter…” She couldn’t hug him again with her hands full, so Gwen opted to simply rest her head on Peter’s shoulder a moment. “You could’ve ended up in that news report, too.”

“I know, Gwen… I know…”

Gwen kissed his cheek, and then the two of them slid their way into a booth. Mary Jane, meanwhile, hovered outside a bit, then set her indecisive butt in the seat across from theirs. The next couple minutes were spent solely on chewing.

Eventually, though, Mary Jane looked up from her final bite of burger to say, “Well, this sucks. I’m sorry, Tiger. I really wanted today to end off as great as it started for us…”

The remark conjured something of a smile from Peter. He watched her polish off her hamburger, then said, “Was it good?” He paused. “Th-The burger, I mean.”

At this, MJ's eyes traveled up to his. She gave an utterly, utterly shameless smile. "Delicious." Then she spent some time licking her fingers clean of ranch sauce.

Peter watched every second of it with his mouth agape.

"What about you, Tigress?" MJ turned to Gwen. "Did yours leave you satisfied? *Your burger,* I mean."

"Heh. I'm not sure." Gwen's smile at least had enough shame to make her cheeks red. "I may need to go back for seconds…"

The three of them shared some giggles, and then Peter returned to finishing off his own meal. It was gonna take him a hot minute, though, seeing as he had a good half dozen more burgers on his tray.

Now, suddenly, it was *MJ* watching *him* eat.

Peter had never been so self-aware of his chewing technique in his life. "What?"

"Nothing," said MJ. After a moment, though, she leaned towards Gwen to say in a perfectly audible whisper, "*He's the friggin' Energizer Bunny*."

"*Oh, trust me, I know,*" Gwen whispered back.

And now the giggles had returned.

"Do you guys think we should do that thing where we all put our straws in the same milkshake?" asked MJ, grinning. "Because I think we should totally do that."

Peter found himself grinning, too. Mary Jane's presence just wasn't hospitable to gloom, he supposed.

Tuesday, August 2, 2016, 9:21 P.M.

Okay, the usual meeting spot on Lady Liberty's crown might have been permanently tarnished, but Spider-Man and Human Torch had come up with an unspoken plan of action to deal with that – They would simply never talk about the you-know-what again, never *allude to* the you-know-what again, and never make eye contact again. Problem solved.

"…could've took a separate Quinjet to regroup with the others, I guess, but the dude seemed pretty devastated last I saw him. I mean, even if Ant-Man *is* still alive, poor guy's probably too ashamed to show his face again." Spidey sighed, gazing at the moon's reflection in the harbor below them. "Oh, and something tells me the Avengers didn't take the time to fill out any paperwork on their flight to Slorenia, so I don't think I was ever an 'official' member. The general public's just gotta take my word for it. No funeral invitations yet, oddly enough…"

"I don't think it's gonna be for another week or so, anyways," said Human Torch, who, as you might imagine, was lighting the night as he hovered beside Spidey. "I hear Stark's company is planning something all big and epic for it."

Spider-Man merely nodded. "Guess I'm a solo hero after all, now. The X-Men don't pay anything, and I don't trust S.H.I.E.L.D. enough to work for them, especially after they stuck their nose in my business and found out my secret ID. And the Fantastic Four's…"

"…more of a family than a team," finished Johnny. "I mean, if things ever get serious with me and Reilly, you could be my bro-in-law someday, but till then… Well, if you ever need cash-"

Spidey held up a silencing palm."I don't take charity."

"I can respect that. But, hey, once you're out of college, we can at least get you a job in the Baxter Building."

"Really?"

"Yeah, why not?"

"Aww, thanks, bro."

After that, the conversation lulled a bit.

"It feels so weird, y'know?" Spider-Man suddenly said. "Like, I spent my whole life thinking Steve Rogers belonged in the history books next to George Washington and Abe Lincoln, but then suddenly he was alive again, and it was the coolest thing ever, and now… we're back to square one."

Torch mulled over this a minute. "Well, that comes with the territory of being a hero, doesn't it? How heroic can you really be if you don't risk your life?" He exhaled, sending smoke through the air. "Like, personally, I'm always scared the Fantastic Four's gonna become the Fantastic Three someday, what with Doctor Doom plotting our deaths and all."

Spider-Man gave no reply.

"Heh." Suddenly, Johnny was smiling. "Isn't this pretty much what we talked about the first time we met? When I recommended Leo to you?"

"Yeah, I remember."

"Didn't you have girl problems right after that?" Torch's burning red lips formed into a frown. "You ever work things out with your girl, or did you just hook up with a model like I said?"

The silence lasted minutes.

"Yes," said Spider-Man.

Wednesday, August 3, 2016, 10:34 P.M.

Mary Jane's suitcase was the first to hit the carpet. "No more motel!" She practically skipped to her bedroom. "Hallelujah. A fridge full of food, elbow room to spare, a queen-size mattress…" The last item in that list was accompanied by a sly look back at Peter and Gwen, who were lingering in the doorway.

Peter's eyes flitted about the apartment. Damage Control might've been overworked these past few days, but they certainly hadn't cut corners. The window was repaired, the wall had new wallpaper and one hole less than prior, and most importantly, none of Peter's stuff had been moved. His laundry was right in that heap on the floor where he'd left it.

Peter had to say, it was great to be back home. The three of them hadn't really known what to do with themselves after their motel reservation ended, seeing as they hadn't exactly been called into work – Cleaning science labs or posing for magazine covers was hardly anyone's top priority right

now. Peter, Gwen, and MJ had mostly ended up hanging out around the city and talking a lot about, y'know… any recent, major life changes that might've warranted discussion. They'd even gone to the movies and, after an intense debate, determined that the most chivalrous course of action would be for Peter and Gwen to split the cost of MJ's ticket. *She'd* been trying to pay for *theirs…*

"Now let's see… Ah ha!" MJ knelt down in the corner of her room where her minifridge and various other items rested, then retrieved a couple things and held them up for the other two to see. "Right where I left 'em." They were a wine glass… and an accompanying bottle of red wine.

"*Wait, what-?*"

"*MJ-!*"

Peter and Gwen nearly broke each other's necks in their mad dash into the bedroom.

"How did you get that?" asked a wide-eyed Gwen.

"Friend at work gifted it to me a while ago." Mary Jane folded her knees so she could rest the items on her lap. "Smuggled it here in my purse."

"MJ, we're *underage,*" Gwen said firmly. "If Mrs. Muggins finds out about this, she'll come at us with a hatchet in the night." Mrs. Muggins being the sulking, shaggy creature that acted as their landlord.

"Yeah, MJ," added Peter, "and didn't you tell me before that you got sent to j-?"

"Guys, relax." MJ just laughed them off. "Look, I can't even get it open." She held it up, allowing them to see the intact cork. "No corkscrew. You'll have to do the honors, Tiger." She tossed it to him.

It was only Peter's spider-reflexes that stopped a big old mess from being made on the carpet. He held the thing like a ticking bomb. "But- But why, though?"

MJ shrugged. "I was saving it for a rainy day, and it doesn't get much rainier than these last couple ones…" When Peter's and Gwen's faces failed to change, MJ scoffed and added, "Seriously, guys, it's fine. Mrs. Muggins isn't gonna rummage through our trash like a raccoon."

"I can totally picture her doing that," said Peter.

"This is just a one-time thing, I promise." MJ crossed her heart.

Peter swapped glanced with Gwen, each stiff as boards. "We *have* been through a lot lately…"

"I guess it wouldn't hurt to calm our nerves," said Gwen.

"Right," said Peter. "As a one time-thing." After another moment, he brought a hesitant hand to the bottle, then yanked off the cork as easy as twisting a bottle cap. He held the newly-opened bottle to his nose. Hmm, it at least smelled kinda nice.

"We've, uh…" Gwen brushed her hair behind her ear. "…never drank before."

"Oh yeah, that's right." At this, MJ turned for her minifridge. "I keep forgetting how sweet and innocent you two are… We'll see how long that lasts. Here." She retrieved some OJ to pour in the wineglass, then gestured for Peter to add in the main course. "Look at that. If the modeling doesn't pan out, I could be a cocktail waitress."

Peter watched the crimson liquid swirl together with the orange, ending up with something in-between.

“Want the first sip, Tiger?” MJ brought the glass to his lips. “Toast to the Avengers?”

Peter couldn’t help but smile. MJ had a knack for drawing those out of him. “To the Avengers.”

That was all the permission she needed to tilt the glass, sloshing the mixture into his mouth. Some of it ended up on his chin, but MJ didn’t seem to care. Immediately, she turned to give Gwen a sip in the same fashion.

MJ watched the two of them with an intensity that turned Peter’s knees back into jelly. “Thoughts?”

“Well…” Gwen wiped her chin. Her hand moved aside to reveal a shy smile. “I guess one more sip wouldn’t hurt.”

Wednesday, August 3, 2016, 11:04 P.M.

“*I’m da spectookular Spooder-Maaaaaaan!*” *Thwip*. Spider-Man had been trying to web up Gwen so he could drag her to the ceiling with him like a spider catching its prey, but all he ended up webbing was a reading lamp. He probably could’ve aimed a lot better if his mask hadn’t been on inside-out. It made his head look pale pink, and the inward-curved lenses made the world look all ballooned like a funhouse mirror.

“What’s the holdup, Energizer Bunny?” Back down on the bedroom carpet, Gwen made a valiant effort to stand upright. Her black headband had fallen down to her forehead, her glasses were who-knows-where, and her top had slipped loose, rendering one of her shoulders bare, save for the bra strap hanging off it.

She kinda looked like a flapper, except BETTER than a flapper because she was GWENDOLYN STACY, the woman Peter was madly in love in with and wanted to spend the rest of his life with and marry someday but not anytime soon he guessed.

“Don’t you know it’s rude to keep a lady waiting?” Gwen said in her most beguiling voice. “And you’re leaving *two* waiting, so that’s, like… triple rude.”

“Well,” said Spider-Man, upside-down walking his way towards her, “I wouldn’t wanna be triple rude…”

“Get over here, Tiger.” Gwen lurched her way towards him on the queen-sized bed below.

“Tiger?” Beneath the mask, Peter raised an eyebrow. “Don’t tell me MJ’s hippie slang is contagious?”

“Why not? She’s already friggin’ converted us into hippies, hasn’t she?” Gwen brought her hands to the back of his head, stroking it. “Or maybe I’m just more like her than you thought…?”

“Emmmm Jaaaaay, get us another drink!” Spidey nearly broke his neck trying to hop in place, but he managed to keep a toe on the ceiling, which was enough to pull his feet back up.

Spider-Man’s somewhat-hazy vision fell on the redhead sitting beside Gwen on the carpet. That was MARY JANE WATSON, the woman who Peter apparently loved in an entirely different way from Gwen that wasn’t even comparable or measurable so he didn’t need to spend time worrying about that because heeeeeey, supervillains or death robots or Galactuses could pop out

of nowhere and end the world as he knew it AT LITERALLY ANY MOMENT, so it was all FIIIIIIIIINE. “Whoo! I love being Spida-*Mayun!*”

Any moment now, bad guys could pop out and kill him. It’d happened to the Avengers, and they were each, like, a zillion times the hero Spider-Man would ever be. Literally any moment.

Mary Jane lurched over onto the mattress, but she seemed less concerned with pouring Peter another drink and more concerned with trapping him and Gwen in the squishiest hug imaginable.

“I love you guys,” Mary Jane said, slurred. “I don’t say that enough. I love you guys. I’m gonna be good to you two. I’m gonna be… so good…” The next sentence was muffled, seeing as she was nuzzling them with her head like a cat.

“Peter…” Gwen tugged back Peter’s mask so she could pull her right-side up lips agonizingly close to his. “…where did we *find* this girl?”

“I don’t know,” said Peter, “but we’re keeping her.”

Gwen’s lips drew nearer to Peter’s, and Peter’s lips drew nearer to Gwen’s, and Mary Jane’s drew nearer to both of theirs…

…and then the sound of sirens sent them all darting backwards.

“NO!” Peter tumbled down to the floor, sending blonde and redhead alike flying off the bed, then ran to the window. There must’ve been a dozen or more police cars speeding past their apartment complex, plus a handful of firetrucks, painting the night sky red and blue.

Slowly, Peter turned around. Gwen and Mary Jane were staring at him from the carpet. Not a word was spoken as Peter trudged, wilted, out the apartment.

A second later, Gwen and MJ watched a red and blue man swing past their window.

Wednesday, August 3, 2016, 11:16 P.M.

“All officers, pull back, pull back!” DeWolff barked orders over a megaphone. “That thing’s too much for us!”

On her command, a swarm of officers fled her way.

“It’s gonna flatten the whole city!” one of them yelled. “Where’s Spider-Man?”

“I’m here, I’m here!” Just then, Spidey landed on the nearby rooftop of a smaller building, albeit a bit less gracefully than normal. Then he paused a moment to wonder why the officers were staring at him (He wouldn’t realize his mask had still been on inside-out until the next morning). “I got here as fasht as I could. Whuz tha-” Spidey’s head rose. “-c’motion?”

Barreling down the street across from him was what could only be described as a big… wheel.

“I see you’ve finally arrived, Wall-Crawler.” And in its center, windows on either side revealed an overweight pilot. “Prepare to be flattened beneath the gargantuan tire of BIG WHEEL! BWAH HA HA HA HA HA!”

Back on the rooftop, Spider-Man forehead was starting to hurt because his palm was digging into it too hard.

Wednesday, August 3, 2016, 11:16 P.M.

Neither blonde nor redhead dared remove themselves from the bedroom carpet. Gwen remained in the position she'd fallen in, while Mary Jane curled herself into a ball.

"Congratulations, MJ. You just got a taste of what it's like to date Peter." The remark came out a bit more biting than Gwen had intended.

But she still hadn't expected Mary Jane to start crying.

"Mary?" Gwen flipped over towards her on the carpet, wrapping her arms around the girl on sheer impulse. "Mary, sweetie, what's wrong?"

"Nothing." MJ was making these little squeaks and gasps, only allowing water to trickle down her face in little bursts. A marked difference from the epic explosion of tears she'd let out at the X-Mansion before. "Just too happy, that's all."

Gwen peered at her with curious eyes.

"I love you guys." MJ wiped her cheeks somewhat sloppily with the back of her hand. "I love you so much, sometimes it hurts. It actually hurts in- in my chest. For… years… And now I *have* you. Both of you." She brought a palm to Gwen's face, fingers spanning from cheek to cheek, drunkenly checking that she was real.

"You have us," Gwen said softly.

"I feel like someone picked up all my pieces and glued me back together." Slowly, MJ lowered her palm. "I'm just ready for the credits to roll, y'know? 'And they all lived happily ever after.'" She paused. "Except that Peter's not here right now."

Wednesday, August 3, 2016, 11:47 P.M.

"Could we possibly hurry this up so I can get back home?" Spider-Man pounced onto the side of a building to avoid becoming squished flat alongside all the traffic lights, street lamps, and empty, abandoned cars in Big Wheel's path. "No reason…"

"You could never understand my pain, Spider-Man!" Back inside the cockpit, the wheel's pilot pointed an accusing finger at the Web-Head. "Out of desperation, I was forced to embezzle money from my employers at Tricorp, and so I hired Rocket Racer to steal the incriminating evidence, only for him to be foiled by-"

"Ohhh, *perfect,* you have a backstory." Hmph. The guy would be a lot easier to dodge if the whole world wasn't all bloated and distorted through these lenses. Spider-Man was having to lean on his spider-sense way more than usual. And the fact that he was struggling to aim his web-shooters straight wasn't helping matters.

But if anything was gonna sober Spidey up, it'd be the sound of gunfire. "Oh! The wheel's got turrets on the sides! The wheel's got turrets on the sides!"

Of course, Spider-Man had no trouble dodging Big Wheel's big bullets… but the little old lady hobbling down the sidewalk wasn't quite as nimble.

"*I got you, ma'am!*" Spider-Man dived towards her through the air.

A voice was ringing in his ears: *This isn't a game, Peter.*

And the next second, pain was ringing in his leg.

Thursday, August 4, 2016, 12:22 A.M.

Peter hoped he wasn't getting too much blood on the carpet as he hobbled through the living room window. Oh, look at that, their luggage was right where they'd left it. They hadn't even bothered unpacking before going straight for the booze, had they?

Anyways, Peter limped his way to the kitchen cabinet where the cloth bandages and painkillers were stored. Frankly, he didn't think his thigh was in bad enough shape to warrant putting up with H.E.R.B.I.E. at this hour.

Half a bottle of pills later, Peter limped into his bedroom, then remembered that the bed was empty and limped into Mary Jane's room instead. He found the girls sprawled out across the queen-sized bed, wrinkled clothes still intact, their chests rising and falling, illuminated only by the street lights out the window.

Peter merely smiled, shook his head, and then climbed in between them. He didn't even bother changing out of costume except for tossing his mask to the floor.

But apparently, he'd jostled the mattress enough to summon a slurred, groggy, somewhat raspy voice: "Everything okay, Tiger?" This time, the pet name had come from the usual culprit.

Peter rolled over to face her. That mop of red hair had gotten all unruly, meaning it now resembled Gwen's on a good day. "Look, I know you meant well, MJ, but I can't do this again. Almost lost a civilian on my watch."

"Oh." Mary Jane mulled over this with half-lidded eyes. "M'sorry… I'm an idiot… Wuz just trying to cheer you guys up after all the crap we been through lately."

"I know you were."

"I just… wasn't sure what else t'do." Some mix of drunkenness and sleepiness left MJ grasping for words. "I've never done this before."

"Done what, been in a weird three-way relationship?" said Peter. "Yeah, me neither."

"No," said MJ. "No no no no no no no… no." She might've shaken her head a few more times than necessary. "I mean I've never been with anyone I actually love. S'nice." Silence. "I know you love Gwen more than me, though."

"Yeah." Peter gave a slow nod. "I do."

"It's okay." Mary Jane nodded back. "I'm not just saying that. It's okay. You got nothing to feel guilty about."

"Y'know, I'd thought I might at first, but I really don't. Everyone seems happy with the- the current arrangement."

"I'm glad." It seemed, after that, Mary Jane finally allowed her eyes to shut. "And you don't hate me?"

"I don't hate you, Red." Peter watched her until her chest went back to rising and falling. He found himself kissing her forehead. Peter wasn't quite sure why. He didn't really think she was

awake anymore, though, so he guessed it wasn't for *her* benefit.

After that, Peter rolled back over and put his arms around Gwen's waist. At some point during the night, he felt Mary Jane's arms do likewise around his. He let them.

Thursday, August 4, 2016, 10:01 A.M.

The moment he'd opened his eyes this morning, Peter had found a medical H.E.R.B.I.E. hovering right in his face, going on and on about "setting the bone" this and "removing the bullet" that. Turned out Gwen had arisen bright and early to discover the state of Peter's leg.

Herb had ended up injecting the wound with some kooky sci-fi serum that made it about good as new, but that hadn't stopped Peter from insisting he'd sit and organize files at the lab today while Gwen did all the, err, legwork, so to speak.

Currently, Peter was neatly stacking all of Warren's notes on mammalian cross-species genetics into the "trash" pile while Gwen stood across from the table with a broom and dustpan.

She leaned in for a whisper-conversation with him. At first Peter thought this was just force of habit from back before every darn person in this lab learned his secret identity, but then the subject fell on a certain redhead that'd been dominating their conversations lately.

"Do you think we're doing the right thing with her?" Gwen asked, hushed.

"Honestly, I do." Peter glanced back at Eddie, who was mixing up chemicals two tables away. "We're cutting the knot, y'know? Everyone's happiest this way."

Gwen smirked at him. "Jeremy Bentham would be *so* proud of us."

"I just hate having to be all secretive about it." Peter bowed his head a fraction of a degree. "Makes it feel like incest or something."

"Well, to be fair, you and me are the ones who were best friends before puberty…"

"Point taken. And, I mean, it's no one else's business, anyways. It's not like we're gonna strut around right in front of Eddie with MJ hanging off our arms."

The door choose that exact moment to explode open. "Hey! This must be where the science party's at!" Immediately upon entering the lab, Mary Jane dashed to the couple so she could hang off their arms.

"Oh, Mary Jane, hello. It's great to see you again." Mrs. Connors started towards her, smiling.

"Y-Yeah," said Peter. "Hi." He and Gwen were fighting to keep their cheeks pale. Honestly, the pleasant obliviousness on the Connors' face made this all the more unnerving.

"MJ." But that was nothing compared to the *lack* of obliviousness on Eddie's. The sight of MJ so much as hugging Peter and Gwen hello seemed to have raised his eyebrow.

"What brings you here?" The nonchalance in Gwen's voice was downright impressive. Maybe *she* ought to have been the aspiring actress?

"Ah, y'know, my next photo shoot got pushed back," said MJ, batting a hand at them, "so I just thought, hey, why lounge around the apartment when I can hang out with my awesome roomies at their science lab?"

“Well, it’s interesting you should come when you have,” spoke up Mr. Connors, clearing his throat. “I actually had an announcement I’ve been meaning to make. Something of a belated birthday present for Gwen, I suppose.” That seemed to pique Gwen’s curiosity, and so Doc Connors hurried off to the back room to retrieve… a hefty carrying tray crammed full of vials, each containing a familiar yellow liquid.

“We just finished a fresh batch of gene cleanser the other day,” Mrs. Connors explained, “and we wanted to ask you to keep some of it in your apartment in case there’s ever… an emergency.”

Even MJ’s presence couldn’t keep the air from growing heavier.

“And… that’s not the only reason.” Dr. Connors took a breath, then turned to Peter’s chair. “You might not see it this way, Peter, but that spider bite was *our* fault. And I know you’re starting college soon, so… if things ever get overwhelming for you, I want you to at least have the *option* to live a normal life.”

Peter found himself staring into the amber fluid for longer than he’d meant to. “The thing is, I know I’ve been tempted to quit before, but Spider-Man saves lives. How selfish would I have to be to throw that away?” He paused. “But we can still hang onto this stuff, though. In case, uh…” His eyes flitted to Dr. Connors’ arm (or lack thereof), but they flitted away the instant Connors noticed them. “…Morbius ever comes back to life or something.”

“Thank you.” Gwen nodded to each Connors in turn.

After that, husband and wife went back about their business.

“I’d better leave you guys be, too,” said Mary Jane, pulling up a chair and retrieving a book from her purse. “Wouldn’t want you slacking off on my watch…”

Before getting to her reading, though, MJ gave Peter one last hug. The resulting look on Eddie’s face was pretty much impossible to ignore.

Then MJ hugged Gwen, too, causing Gwen to blush, then smile, then hug back. The resulting look on Eddie’s face was *even more* impossible to ignore. Peter had never seen the poor guy so disarmed in his life.

He must’ve thought they were such weirdos.

Thursday, August 4, 2016, 10:01 P.M.

Blonde, brunette, and redhead stood shoulder-to-shoulder, facing the neatly-made, queen-sized bed in the center of the room.

“It’s not as many as it seems,” said Gwen. “When you think about it, there’s only, like, three combinations that matter. Just depends on who wants to sleep in the middle.”

“Uh, no, there’s *not* just three,” said Mary Jane, folding her arms. “I’m not sleeping on the left side.”

“What?” Gwen gave a start. “Why not?”

“I know my bed. The left’s side the worst side.”

“Why?”

“Because it sucks.”

“But wh-?”

“Okay, okay,” cut in Peter, “that means there’s-” He did some quick calculations in his head. “-four options.” He counted off on his fingers. “Gwen-Peter-MJ, Gwen-MJ-Peter, Peter-”

“Wait a minute,” said Gwen. “If the left side’s so terrible, then maybe *I* don’t wanna sleep there, either.”

“Fine, fine.” Peter rolled his eyes. “I don’t care what you two do. Just so long as I get to sleep in the middle-”

“*What?*” Now both girls’ heads had snapped towards him.

“Why do *you* get to sleep in the middle?” asked Gwen.

“I don’t know!” Peter took a step back, hands in the air. “That’s where I happened to end up when we were all drunk last night, so I just got used to-”

“Ohhhhh, I see how it is, Tigress.” MJ gave Gwen a knowing look. “He just *happened* to get used to being flanked by hot girls.”

Gwen shook her head smiling. “Alright, Peter, you can have your precious middle. I’ll take the right side-”

“*Now wait just a minute!*” snapped MJ.

“*Guuuuuys…*” Peter let out a groan. “I’m not sure this is even physically possible anymore.”

Beside them, Gwen buried her hands in her scalp. “*Oh my god, we are such dorks.*”

At this remark, however, Mary Jane seemed to falter. She turned away from the other two, her shoulders sagging. “Guys, look, I’m not *making* you do this. If you’d rather go back to sleeping in your own bed-”

“Oh, no, Mary, we’re fine.” On sheer impulse, Gwen planted her hands on MJ’s shoulders, guiding her back towards the mattress. “You know Peter and I want to include you in our lives as much as we can now.”

Peter nodded. “I can take the left side.”

A cautious smile returned to MJ’s lips. “What a gentleman.”

Then Gwen kissed MJ, and MJ kissed Peter, and Peter kissed Gwen.

“Everything’s gonna work out, MJ,” Peter murmured as the two guided her to the covers.

“Right.” Gwen set Mary Jane down at the bed’s center. “We just need to figure out exactly how you fit.”

Friday, August 5, 2016, 8:47 A.M.

A substance Gwen was scared to identify had dried onto the skillet, meaning she had to kneel down below the dishwasher to fumble for the scrub brush.

"…said their names were *Bambi, Candi, and Randi.*" Peter's voice carried from the laundry room.

"Okay, I know my pornstar names, and those are pornstar names." So did MJ's.

"Right! And it turns out they moved into Warren's old apartment, so they were asking me why there was so much green hair in the shower, and I was playing dumb, and then they *invited me in.*"

"*Seriously?*"

"I made up some excuse, but in my head I was all like-" Peter put on a posh voice. "'*-EXCUSE ME, are you trying to tempt me into having one of those filthy, degenerate four-ways? I'll have you know I only participate in clean, wholesome three-ways!*"

"*Just like me grandpappy did when he was a lad!*" MJ put on a slightly less sophisticated voice. "*And his pappy before him!*" She hunched her shoulders, miming like she was waving a walking stick at him.

Back in front of the sink, Gwen rolled her eyes with a smile. "I swear," she called out, "the dishes would never get done if it wasn't for me. You two would just stand around being goofballs until you died of old age."

"Hey!" Peter called back as he knelt over the washing machine. "I'm perfectly capable of cleaning up after myself."

"You're gonna wanna use way more bleach than that, Tiger," said MJ from his side. "Trust me…"

Peter's cheeks went crimson. "*I have done this plenty before and I am using just the right amount of bleach.*"

"*Peter,*" said Gwen as she rinsed off some forks, "be nice to our girlfriend."

"Sorry…"

Friday, August 5, 2016, 8:36 P.M.

The triad sat on the bed in the usual formation – Gwen on Peter's lap, MJ on Gwen's knees. *Man*, those habits had formed *fast.*

"A list?" Mary Jane gave a somewhat bemused smirk to the notebook paper in Gwen's hand. "You actually wrote out a list?"

"W-Well, yeah." Gwen shrank in place, giving the paper a feeble wiggle. "I mean, what we're trying to do here… I know it looks like it's been clear skies and sunshine so far, but these kinda things are complicated, and I can't help but worry our feelings are in a fragile place right now. I just thought it'd help if all three of us wrote out our own lists of, y'know, what we are and aren't okay with."

MJ mulled this over a moment. "I guess I get that. But, y'know, if I ever do anything you're not cool with, you can just tell me and I'll stop."

At this, Gwen smiled. "I know. It's not that I don't trust you…" She trailed off.

"Well, if we're sharing our worries," spoke up Peter, "I guess my biggest one's that someone's

gonna find out about all this and… think less of us. What we're doing here is a- a subculture. Ninety-nine percent of people aren't gonna get it." He faltered.

Suddenly, MJ's hand was over his own. "Getting called a slut's *never* fun, guy or girl."

"*None* of us are sluts," Gwen said firmly.

"Oh, no, *I* am," said MJ, coy, "but only for you two."

In light of *that* remark, the three of them got a bit… side-tracked for a while, but eventually, the conversation resumed.

"Y'know something else I'm worried about?" Peter finally spoke. "I'm scared one of us is gonna get jealous eventually. I mean, *I* don't exactly *mind* seeing you two together, but I *am* a guy, so…"

MJ made a face. "Yuck, gender roles."

"Well," said Gwen, "I promise I won't get jealous so long as I'm never excluded or- Look, this is the entire point of the list." She held it up to the other two's faces.

It made MJ's eyes go wide. "*That* one's okay?" She touched a finger to one of the entries.

Gwen had *been* trying to maintain some semblance of professionalism. "Y-Yes." She clutched the paper to her trembling chest. "Why wouldn't it be?"

"*That* one?" MJ's smirk only widened. "You're sure?"

"It was just an example!"

"Interesting, interesting." Mary Jane brought a nail to her chin. "Saaaay, Tiger?" She glanced over at a blushing Peter. "I think I just had an idea for a belated birthday present. Something way better than that gene cleanser…"

"Oh?" Peter leaned over, letting MJ whisper something in his ear. "*Well.*" He wolf-whistled. "That's *one way* to wish her happy birthday." Then he rose from the mattress.

"Hey!" Gwen gave a start. "Where do you think you're going?"

Peter didn't even bother to hide the lewdness in his smile. "To get my web-shooters."

"Oh. *Oh.*" Gwen drew back, fanning herself. She thought a moment. "Are we forming a new birthday tradition here?"

The other two let out some evil laughs.

"We might be," said Peter.

"Well, in that case…" Gwen didn't bother hiding hers, either, for the record. "…don't *you* have a birthday coming up?"

For a moment, Peter looked stunned. Then all three of them burst into more genuine laughter.

"I love you guys," said Mary Jane, wiping her eyes.

Gwen kissed her cheek. "We love you, too."

Even after the girls quieted down, Peter kept laughing. “I think I did it.” His eyes went from one gorgeous woman to the other. “I think I won at life.”

Friday, August 5, 2016, 8:36 P.M.

Harry’s costume was on. Everything was ready.

He marched to the balcony. Overlooked the cold, gray, expansive chamber below. The overhead lights revealed an army. Thugs in the pumpkin-head masks, like the kind his father had once hired. Only there hadn’t been a fraction as many the February before last.

Originally, this place was intended to be the clone barracks. But as it turned out, when you crunched the numbers, the clone army had been too expensive. And thus, the losses of Warren, Traveller, and Kaine had been the death blow to Project Spider-Men.

But as it turned out, that development was entirely within acceptable parameters. It was a side project. Project Spider-Men had *always* been a side project. After all, getting an army of mercenaries on loan from the Kingpin and then pumping them all full of Globulin Green…?

That was dirt cheap.

“The Avengers are dead.” The amplifier in his suit changed Harry’s voice. High, distorted words washed over the crowd from above. “The other heroes are weakened. There can *be* no better time.” His fist rose into the air. “*The city is ours for the taking.*”

Cheers washed over him from below, mixed in with more than a few Green-induced cackles.

Harry turned to one of the balcony’s other figures – his mother. She was in costume, too. “Lady Goblin? If you’d do the honors of leading the charge?”

A glider hovered forward over the balcony’s edge, positioning its rider beneath a burning overhead light. This revealed a flowing purple robe, a crown of horns, even that tantalizing glimpse of green leg. It was as if Harry had discovered the corpse of some horrible creature before, and now, the moment his back had turned, it’d sprung to life.

“*Come,* you spirits that tend on mortal thoughts…”

However distorted Harry’s voice had been, hers was endlessly more so.

“…unsex me here, and fill me from the crown to the toe top-full of *direst cruelty.*”

Lady Goblin rose higher, holding out her arms, beckoning.

“*Make thick my blood.*”

Down below, the Pumpkin-Heads matched her movements, each equipped with their own, smaller gliders.

“Stop up the access and passage to remorse, that no compunctious visitings of nature shake my fell purpose-”

The ceiling unfolded, treating the army to he sight of a purple, starry sky. Freedom.

“-nor keep peace between the effect and it!”

At once, the army fled the barracks.

“Come to my woman’s breasts, and take my milk for *gall*-”

Any sailors passing through the Atlantic right now would think they’d seen a swarm of bats.

“-you murd'ring ministers, wherever in your sightless substances you wait on nature’s mischief.”

Or a pack of demons.

“*Come,* thick night, and pall thee in the dunnest smoke of *hell,*that my keen knife see not the wound it makes-”

The Goblin Nation sped into the sky, blotting out the stars.

“-nor heaven peep through the blanket of the dark to cry ‘*Hold, hold!*’”

In Absentia

Saturday, August 13, 2016, 4:10 P.M.

A woman sat alone on the therapy couch, her face hidden by the room's dimmed lights.

"Why would I *what?* Join the side of the angels once I've served my time? Promise to be a good kitty?" She stared at the white wig in her hands. "Well, it's not because I think I'll be welcomed by the superhero community with open arms, I'll tell you that much. But if you *must* know, I guess it's because…" She took a hesitant breath. "…it's *my* fault my dad's dead, and every day I sit on my butt doing nothing, it feels like I'm killing him again."

Saturday, August 6, 2016, 8:22 A.M.

Gwen had slept with her makeup on. Whoops, guess she'd been a little distracted. She'd have to do something about that in… in a minute...

She yawned, stretched, and curled up against Peter's chest – Gwen always defaulted to being the little spoon. They'd tried it the other way around one night, but Peter had tossed and turned and Gwen had ended up shoved to the floor. Though come to think of it, maybe that wouldn't be a problem now that they were in the apartment's bigger bed.

"*Nnghotteh thing on the thing… Whatta I win…?*" Peter's voice helped drag Gwen into the waking world.

"Peter?" she whispered. "Are you sleep-quipping again?"

Peter rolled forward, nuzzling her back. "*Dehydrated… turtle...*"

Yeah, he was sleep-quipping.

Gwen lay in bed another minute, listening to the patter of rain outside the window. She was surprised Peter could keep snoozing when there was so much daylight flooding in. Once they'd adjusted to that light, Gwen's eyes skimmed the room. Expensive-looking clothes with varying amounts of wrinkles were strewn about, coupled with play manuscripts, VHS tapes of children's movies, dusty textbooks, a stray Spider-Man mask…

Gwen glanced back at Peter. He was still wearing his costume, though it'd been peeled off down to the waist (which Gwen couldn't help but ogle at), and empty web-shooters dangled from his wrists (which Gwen couldn't help but giggle at). This bedroom had been an even bigger mess before Gwen nodded off last night, but the webs had dissolved by now.

Last night. The memories returned all at once, and suddenly Gwen's heart was hammering. It felt like she and Peter had gotten away with robbing a bank or something. Yeah, it was wrong, but look at the payoff! A big, dumb smile etched itself on Gwen's face.

Then she remembered something, and her hand darted to the patch of bedding opposite Peter. It made contact with a lock of red hair sprawled across the sheets. Gwen grunted. It was a noise of pure, guttural, unthinking relief, and the realization of that made her cheeks hot.

After another minute of listening to the rain, Gwen felt for her glasses on MJ's bed stand, then

forced herself out of Peter's arms and onto her feet. After a moment of searching, Gwen found where her pink nightgown had fallen on the carpet and put it back on.

"*Cmzout with ice or… peanut butter…*" Peter murmured.

On her way to the adjacent bathroom, Gwen stopped to look out the window. Y'know, she'd thought this apartment complex was ugly at first, but the view from this angle wasn't half bad. You could see some of the greenery from ESU's campus, and there were a couple pigeons soaring through the clouds. Peaceful.

Gwen skipped into the bathroom, humming to herself. One of the background songs MJ had put on last night was stuck in her head. Apparently, MJ had a dedicated playlist.

As it turned out, Mary Jane's bathroom was the polar opposite of Gwen's. A whole row of MJ's shelf was devoted to a rainbow of lipstick, for example, whereas Gwen had, like, two different shades, and the second was only for when she was feeling adventurous. There was some trace of that second shade on Gwen's lips right now, incidentally.

Gwen found herself admiring her reflection. She could be a bedhead sometimes, but it looked like Gwen was having a good hair day for once. In fact, she looked great. Had she lost weight?

Next she set her glasses above the sink and set to work scrubbing off her makeup without getting her nightgown soaking wet. Gwen rubbed her eyes, then turned back to the mirror to see if she'd gotten it all.

Something green loomed behind her.

"What-?" Gwen promptly tripped right over it… so it was a good thing it was only a shower curtain. Gwen pulled herself to her feet, grumbling. The world was one big blur without her glasses. Also, Mary Jane had a grass green shower curtain, evidently, so it turned out her fashion sense wasn't infallible after all.

Gwen threw her glasses back on so she could give the shower curtain The Look. "You don't get to *win,* creep."

Yes, she was talking to a shower curtain. She'd stayed up late last night.

Saturday, August 6, 2016, 8:28 A.M.

When Peter's dim brain dimly realized Gwen was no longer in his arms, the rest of his dim body ended up scooting over across the mattress, searching for her. When it discovered a warm, soft torso to nuzzle up against, Peter's brain let him rest for a moment, content.

Then his brain did an impressively advanced calculation given its level of awakeness, and Peter's eyes shot open. "Huh-? Whuh-?" Now his body was scooting backwards, putting as much space between him and the bed's other occupant as possible without falling off the side.

The display had been enough to rouse MJ's lids open. "What?" She cocked her head at him. "I don't bite."

Peter found himself smirking. "Oh, that is *demonstrably* untrue."

But for all the swagger in Peter's voice, his heart didn't slow until Gwen emerged from the bathroom a minute later. "Morning, you two." She smiled at each of them in turn.

“Morning, Tigress.” MJ smiled back.

Peter, however, found himself laughing.

“What?” Gwen looked to him.

“Nothing,” said Peter, climbing to the carpet. “It’s just… a guy *really can* get used to this.”

After that, Peter changed out of his costume, and the three gradually made their way to the living room. Frankly, they were on the verge of skipping there together like they were following the Yellow Brick Road.

“Well-” Gwen started towards the kitchen. “-who wants breakfast?”

“*Ooh! Me! Me!*” came a voice from the kitchen.

The three froze. Peter could only assume the girls’ blood had gone as icy as his own. That’d been a voice Peter knew too well. The recognition gave him goosebumps. No, actually, Mary Jane had never heard it before, and she looked just as frozen with horror as him and Gwen, so maybe it was more than just recognition. The voice was high, bouncy, and the tiniest bit scratchy. It would’ve sounded like a child’s if it’d sounded at all human.

Peter’s body went into autopilot. “*Get behind me*.” He shielded the girls with his back, fully expecting so see some round, orange welcoming gifts flying at his face… but there was nothing. His spider-sense hadn’t even gone off.

Peter blinked, dazed. Spider-sense or not, he refused to let his muscles relax. He stood there, hunched forward, fists clenched, and watched a green and purple creature stroll out of his kitchen.

“I’ve already made the sausage!” The Green Goblin offered out a frying pan, even giving it an enticing wiggle.

But the offer was declined. Instead, Peter and Gwen merely stood in place, gaping at the intruder… while Mary Jane sprinted for the bedroom.

“*Uh uh uh.*” A pale green finger aimed itself at her. Okay, *now* Peter’s sense was going off.

“*MJ, get back-!*” He grabbed her arm moments before a yellow laser would’ve hit her feet. Instead, the blast merely left a scorch mark in the carpet.

“No dine-and-dashing, now.” The Goblin wagged his finger, causing smoke to waft through the air. “I’d hate to see your wonderful personality splattered all over the walls.”

“*Harry*.” Peter had honestly thought his fists couldn’t clench any harder.

“I was just doing a bit, for the record.” Goblin tossed the pan over his shoulder. “I haven’t actually made any sausage. Although the day’s still young…”

In front of the bedroom doorway, Peter’s eyes went from one girl to the other. Gwen was trembling the hardest.

“What do you *want,* Harry?” Peter’s voice was every bit as bone-chilling as the Goblin’s.

“Oh, no, you must not be paying attention.” He sat back on their couch, even kicking back his purple boots on the armrest. “Harry’s that whiny kid with the weird red hair. I’m the Green G-”

“I *said* what do you *want?*”

"Touchy, touchy!" The Goblin held out his palms. "What, I'm not allowed to drop by just because I missed my old pal Pete? Nice boxers, by the way-"

"If you wanted to build bridges, that was *not* the smartest choice of outfit," Peter said through gritted teeth.

"Peter, Peter, Peter." The Green Goblin shook his head, causing the straps of his purple hood to sway. "I only wanted to have a little chat. Don't you pride yourself on being friendly and neighborhoodly?"

Peter said nothing.

"Alright, alright," said the Goblin, contorting his face to its usual grin, "the real reason I'm here is to tell you that because I like you so much, I've decided to do you a solid and order my army of Jack O'Lanterns to stay away from your neck of the woods. Their impending rampage of destruction won't be bothering you *or* your friends and family."

"Just the *rest* of New York?" Peter said tightly.

"Ooh, I see those heroic little gears turning in your head." Green Goblin gave another waggle of his finger. "But I'm afraid if you show your webbed face to the party, I can't promise a guest won't 'accidentally' lob a pumpkin bomb too hard." He gave a shrug. "Who knows? It could even land all the way in Pennsylvania." Suddenly, Goblin was leaning forward, trying to peek over Peter's shoulder. "Saaaaay, those are some real cuties you got there." The girls cowered under his gaze. "Remind me which one's your girlfriend again? I can never keep track of love drama."

It was taking everything in Peter's power to keep from lunging. "If you're gonna make threats, why didn't you just kill us in our sleep?"

Shock crossed the Goblin's stretchy, rubbery face. "*Shame on you,* Spider-Man. Did you not listen to a *word* your baby brother said before?" The next instant, his boots were back on the carpet, and he was lurching forward. "This is another test. *All* of this has been a test!"

Peter's stomach went nuts… but his spider-sense didn't. And so, though it made his flesh crawl, he allowed the Green Goblin to close the gap between them.

"We only want to see if you'll be a good boy for us." The Goblin knelt down, and then a gloved hand patted Peter's head. Like petting a snarling, muzzled pit bull.

When Peter failed to say anything, the Goblin waved his goodbyes and then waltzed over towards an open window, the one Peter always left unlatched. At the edge of it, he gave one last glance back over his shoulder. "Oh, and don't tell anyone else in your superheroic social circle about this illicit meeting of ours. People will start to talk!" Then he did a bow and tumbled out the windowsill.

Peter wanted to say Gobbie ended up going splat on the concrete, but no such luck – There was a glider waiting for him. And so Peter, Gwen, and Mary Jane merely stood in silence, chests heaving, listening to the cries of startled neighbors and the hysterical laughter growing fainter.

Saturday, August 6, 2016, 8:47 A.M.

Gwen had actually managed to pour herself a bowl of cereal, though now she was worried she'd throw it up. She sat huddled on the carpet beside Mary Jane, watching Peter pace the ceiling. None of them were brave enough to sit on that couch anymore. In fact, Gwen was tempted to

burn it.

Mary Jane placed a steadying hand on Gwen's arm. As always, Mary Jane refused to wear her emotions on her face, but they'd actually gotten so constricted this time, they were starting to leak out her eyes.

Across from the three was the TV screen, where a somber woman was reporting, "Authorities are urging all residents of Upper Manhattan to stay indoors. The Jack O'Lanterns have been confirmed to attack on sight, and there seems to be no rhyme or reason to their…"

Shaky footage showed swarms of gliders rocketing above the streets. These guys made the previous Gob-Squad look like pickpockets – Each and every "Jack O'Lantern" came equipped with a miniature gargoyle glider, their very own dark green flight suits, and bottomless reserves of pumpkin bombs. And as the cherry on top, their pumpkin masks were perpetually on fire, leaving them downright demonic.

"…first targets were hospitals, firehouses, and police stations," the woman was saying, "and at a time when rescue workers have already been worn dangerously thin by Ultron's invasion-"

Thud. Peter's fist had gone into the wall. It left a crater. He stood there on the ceiling a moment, panting, watching rubble fall to the carpet.

"That's coming out your third of the budget," Mary Jane said dully.

"Does Oscorp even have a plan here?" Peter snapped, throwing out his arms. "Were they just waiting for the perfect time to bomb everything willy-nilly? It- It can't be that simple." He faltered. "Back when Normie had the city under his green thumb, it at least made sense – He was trying to kill *me*. But now his equally nutty wife and kid want me alive? Just so long as I keep my nose out of things? What, are they the first rogues in Spider-Man history to *not* want petty revenge? It doesn't add-"

He was cut off by the tune of *The Itsy-Bitsy Spider*.

"Johnny?" Peter nearly let his phone fall to the carpet in his hurry to press it to his ear.

"I saw I missed your call." Even Johnny's voice, usually so cocky, was unnervingly feeble. Peter had put it on speaker phone for the other two to hear. "Sorry, been busy."

"It's okay, man-"

"Where are you? It's nuts out here! Reed and Sue are running around hospitals and trying to save as many patients as they can, so it's only me and Ben doing all the-" The sound of muffled explosions could be heard from all the way where Gwen sat. "I'm okay! I'm, uh, actually fighting a buncha Squash-Brains right this second. Don't worry, I've learned to invest in fireproof phones." Johnny gave an anxious chuckle. "Look, the X-Men got totally discombobulated by the robot attacks, so they've been no-shows, the city's other random heroes aren't exactly organized enough to come help all at once, and we had to smash all our combat-H.E.R.B.I.E.s during the robo-revolution. This is probably a big enough deal for S.H.I.E.L.D. to get involved, but still, we could really use your help, pal."

Gwen couldn't help but wince alongside her boyfriend.

"I can't," he got out. "I- I got held up somewhere else."

"Well, most of them are clustered around Washington Heights, so you should really head over here when you get the chance." Johnny paused. "I mean, don't get me wrong, these guys are

pushovers, but… there sure are a lot of 'em."

Okay, that hadn't been the most encouraging note to end the call on. Now Peter really did let his phone fall to the carpet. Gwen watched it bounce and clatter for a bit before coming to a halt.

For a while, the only sound in the room came from the television. It was mostly screams and explosions.

"What if we sent the other heroes, like, a coded message?" Peter suddenly said. "An S.O.S. only they could understand?"

"Okay," said a sullen Gwen, "and how are we going to do *that?*"

"I- I don't know." Peter's face fell. "But we have to do *something*."

"Move to London," mumbled a voice.

"Huh-?"

"Sorry-?"

The other two heads turned towards her. Peter even dropped from the ceiling so he could meet Mary Jane's eyes.

But the moment he did, Mary Jane turned from him. "That's where Gwen's relatives live, right? We could move to London."

"Mary…" Gwen scooted towards her. MJ scooted away.

"I'm *serious*." She shut her eyes, hugging herself. "I have money. I can dip into my savings. I can take care of you guys and- and Peter's aunt, too, just until we get everything figured out. There are still fashion models and scientists in London. There's still crime to fight in London."

Peter took a breath, then sat down beside her. "MJ, I told you I don't look the other way."

Those burning green eyes snapped open. "*Jesus Christ,* Peter, you pissed off an evil mega-corporation that has *nothing* to do with you, and now they're threatening to *murder everyone you love!* How is that being *the least bit* responsible?"

The words left Peter recoiling. Heck, they left *Gwen* recoiling. And no sooner had they exited Mary Jane's mouth than she was hugging the two tight and letting loose a flood of hushed apologies.

"No, no," Peter said softly. He and Gwen took turns stroking her hair. "You've got a point. Maybe…" Peter tried to smile but ended up with more of a grimace. "…once the dust settles here today, we can think about packing our bags."

At first, Mary Jane looked stunned. Then she just looked relieved. "*Thank you… Thank you…*"

That bowl of cereal floating around Gwen's stomach? Somehow, when these two sets of arms were around it… her stomach calmed down.

Saturday, August 6, 2016, 10:03 A.M.

Young boy and old man alike sprinted through the unnervingly barren city street, right down the

middle of the road, ducking shockwaves and shrapnel. The monsters hadn't spotted them yet. Good, good.

The boy's eyes skimmed the area. They found a subway entrance. "There! Grandpa, we can take cover in th-"

"We have to get to the captain." The old man froze in place.

"You're not in the war, Grandpa. Listen, we have to *move-!*" The boy, no older than ten, could only helplessly tug at his grandfather's hand, his quivering eyes staring into the man's distant ones.

He wouldn't budge, and so the boy was forced to search the streets again. This time, he found a more promising means of salvation.

"Hey, Flame-o!" bellowed a voice. On the far end of the street stood a big, rocky, warm brown creature in tight blue shorts. He'd been in the middle of hitting one Jack O'Lantern with another Jack O'Lantern when he spotted the grandfather and grandson. "Civs in danger on yer right!"

"I'm on it!" A streak of flame shot towards them from overhead.

But the Human Torch found his path blocked.

"I have given suck…" said another, higher voice.

These two newcomers were different. Their gliders were bigger, and their masks weren't squash-themed. They weren't pumpkin-heads, they were… *goblins*. The first, the boy recognized from the news – The Green Goblin was hard to forget. But the second…

"…and know how tender 'tis to love the babe that milks me." The second was a she-goblin speaking in a feminine voice every bit as strained and inhuman as the Green Goblin's own. "I would, while it was smiling in my face, have plucked my nipple from his boneless gums and dashed the brains out, had I so sworn as you have done to this." She glanced down over her shoulder to grin at the boy.

Up till now, he'd been dealing with the Jack O'Lantern attack calmly and maturely. He swore he had been. Honestly, the boy was getting used to this sorta thing. But now… now he was trembling.

"Couldn't have put it better myself, my dear." The Green Goblin swooped around the battlefield, firing his trademark finger-lasers to keep the Human Torch at bay. "Well, Lady Goblins first. Let it never be said the Green Goblin isn't courteous."

The Lady Goblin descended on the young boy and old man, a pumpkin bomb in her pointed fingertips. Across the street, the Thing was dashing towards them, but he found himself blocked on all sides by Jack O'Lanterns. The boy was left with no options but to squeeze his grandfather's hand.

"It's okay, soldier," the old man said softly. "Captain America's coming. Cap'll save us."

The pumpkin bomb sailed through the air, and the boy held his grandfather tight, and then…

Pwing. The bomb was blocked by something red, white, blue, and metallic. It was sent bouncing backwards to detonate in the face of some unfortunate Jack O'Lantern.

"No way." The boy's jaw dropped. "*No way*. I- I knew you were alive, Cap! Oh, you look so cool! Did Iron Man give you your own suit?"

His rescuer ignored him. Really, the kid almost thought he *was* Iron Man. The hero hovering before him was in every way identical, except that Tony Stark wouldn't have been caught dead with such a patriotic paint job. Every piece of this hero's armor was colored red, white, or blue, and the chest sported a big, white star.

For a second, everyone on the battlefield, good guys, bad guys, and civilians alike, simply gawked at the newcomer. Then the guy raised his metal-coated fist into the air. He spoke only two words, his voice sharp and tinged with a robotic distortion: "Avengers assemble."

The boy's eyes threatened to liquefy from sheer glee.

On command, a bolt of lightning shot down a dozen Jack O'Lanterns, and right behind it, a buff guy with flowing golden hair descended from the gray sky, his crimson cape flapping in the storm winds.

"*It's Thor!*" The boy almost yanked his grandfather's arm from its socket. Ha! Good old Thor. He looked the same as always, except he'd traded his hammer for a sick battle ax.

"*Thor? Buddy!*" Human Torch sped over to him above the streets. He looked tempted to hug the guy, but he caught himself. "Ah, dude, we all thought-! I-It's great to see you, man!"

Thor's chest puffed out. "Didst thou truly believest one could killest a son of Odin?"

"What happened to your hammer?"

Thor held out his shiny new ax for Torch to see. "It was tragically destroyedeth by Ultron's bombeth, and thus mine body wasest pulledest backest to Asgard at the moment of yonder explosion! But whilst I wasst therest, thine dwarves didst forgeth mine neweth weaponeth that is equally capable of shooting yonder lighting!"

"So that ax is made of Uru metal, too?" said Torch.

A moment passed.

"Yes- *Aye,*" said Thor. "Aye, obviously. It is made of thou thing ye just said."

"Ha! Man, I forgot how crazy you talked." Human Torch shook his head, grinning. "Good to have you back, pal."

But while they were busy catching up, another Jack O'Lantern swooped in to lob a bomb… only to be hit by a burst of white light from the ground. In a blink, the bad guy became the size of a sparrow, allowing him to be dealt with by one swat of a gloved hand.

"Anyone else want to try me?" A figure stepped out of an alleyway, holding up a rounded, silver handgun that could only be a sci-fi shrink ray.

"I'd know dat mousy voice anywhere!" Delight crossed Thing's face as he hurried to the newcomer. "Hank!"

"The name is *Yellowjacket.*" The new hero remained stiff, not a hint of warmth on his exposed chin.

The guy's costume did kinda look like Ant-Man's, the young boy supposed, except that his spandex was jet black and dark yellow, he'd traded his ant-themed helmet for a black cowl with yellow antennas, and he had these black shoulder spikes or fins or something, plus a standard superhero chest-logo: a yellow outline of a wasp.

“Pal, you can use whateva crazy codename ya want. I’m just glad yer al-” Thing tried to trap the guy in a bear hug, but Yellowjacket gave him the cold shoulder.

But while they’d been standing around, more Jack O’Lanterns had swept in from the above to meet the growing number of heroes

Yellowjacket smirked. “Red Wasp, deploy.” At the words, his chest logo burned crimson, then unfolded and detached to reveal… it was an actual, three-dimensional wasp! Or a mechanical one, at least. The insect drone darted towards the poor Jack O’Lanterns, shooting lasers out its stinger.

“Oh! Oh! So that’s all the Avengers!” The little boy bounced in place on the sidewalk, though his grandfather still looked dazed beside him.

“Aren’t you forgetting someone?” said a voice from behind. The boy turned to find one last hero flying towards the battle – a guy in silver robot armor topped with shoulder-mounted rocket-launchers. At first the boy thought it was Iron Man’s sidekick War Machine, except that War Machine didn’t have glowing yellow eyes, and the shape of the helmet was way different. It was all jagged and pointy, as opposed to Iron Man’s more squarish one. In fact, it would be kinda sinister looking if it didn’t belong to someone who was clearly a good guy. “I may be no Iron Man, but the Ultimate Spider-Slayer is at your service.”

“Ultimate Spider-Slayer?” Human Torch flew over to him, raising a fiery eyebrow. “…Never heard of you. The name’s way too busy, but, hey, we’re happy to have all the help we can get.”

Saturday, August 6, 2016, 10:11 A.M.

“JOHNNY, NO, HE’S EVIL!” It was taking everything in Peter’s power to keep his fist from going through the TV.

Beside him on the carpet, Mary Jane rubbed her ears with a sour look. “I’m not sure he can hear you. Try yelling louder.”

“Smythe’s a convicted supervillain!” Peter sprang to his feet. “He sicced killer robots on our school! *How do they not know he’s a bad guy?*”

“He *was* kind of a D-lister, to be fair,” spoke up Gwen, who’d managed to remain politely cross-legged. “Even I’d almost forgot about him.”

“Sure, but this isn’t gonna pan out for these jerks, right?” Peter’s face softened as he turned back to the girls. “Oscorp’s just run by crazy people, and their stupid plan’ll get shot full of holes. It’s gonna come out that one of their replacement Avengers is a supervillain, and then everyone’ll see right through this.”

Saturday, August 6, 2016, 6:00 P.M.

“NEW AVENGERS SAVE THE CITY,” the headlines had proclaimed.

Then there’d been the footage of both Green and Lady Goblin flying away with their tails between their legs (“*Ohhhh*, we *can’t* beat them! They’re *too* strong!” “Exit, pursued by a bear!”), though, naturally, their gliders went way too fast for the New Avengers to catch up with them, meaning the chartreuse charlatans remained at large.

Next, of course, had been the footage of the self-proclaimed Iron Patriot shaking hands with Torch

and Thing. That one would go on to become a favorite of the twenty-four news cycle, topped only by that stupid overused money shot of the New Avengers standing back-to-back while the camera panned around them.

What else? Oh yeah, it turned out the Vault (which, random trivia, Oscorp had built in the first place) hadn't been designed to accommodate so many supervillains, and so good old Yellowjacket had offered to use his shrink ray on the dozens of captured Jack O'Lanterns so they could be stored in Avengers Tower – where Hank's new teammates would, of course, be living – until another wing could be added to the Vault. Yeah, that wasn't *at all* suspicious. At least not according to *frickin' S.H.I.E.L.D.*, who'd apparently had no problem with it because, hey, this was *Hank Pym,* founding member of *the Avengers*. He wasn't even under arrest for his hand in the Ultron fiasco, seeing as that'd been a government-approved project. Noooo, some no-name bureaucrats in Washington took the fall for *that* one.

And, as always, the Gob-Squad knew jack about their employer. He didn't have a base, and *he* contacted *them*. Same old, same old…

But what made Peter's stomach boil even hotter was the on-the-street interview Alistair Smythe had done with Ned Lee, where he'd gone on and on about how his poor, abusive dad Spencer Smythe, crazed robotics expert and wanted crook, had indoctrinated his son into supervillainy from the moment of Alistair's birth. Spencer had even gone as far as to abduct his son from the Vault and hold him hostage for months on end. But now *all* poor Alistair wanted was to end his villainous ways and use his powers to make a difference in the world, just like his *idol,* Flint Marko. And as it turned out, so long as it was under the illustrious Hank Pym's supervision, Smythe was *totally welcome* as a probationary superhero.

And then all the news channels had gotten bored and swapped back to their twenty-four hour coverage of the presidential election.

Rrgh. Hadn't S.H.I.E.L.D. been suspicious of Oscorp already? Surely this had at least earned a blip on their radar? But then, the general public had no idea that Smythe or Green Goblin were connected to Oscorp. Sure, the Jack O'Lanterns were equipped with Oscorp tech, but all that stuff had been reported stolen, courtesy of Spidercide. At least now Peter knew what Kaine's oh-so-important missions had been about…

And Oscorp had clearly managed to brainwash Thor and Hank, the last two surviving Avengers, so that had to be a boon to their credibility. But how had Oscorp done it? Judas Traveller was still comatose. Did Oscorp have a backup telepath? Or had Thor and Hank already been brainwashed since before then, lying in wait until the time was right? So many unanswered questions…

"Well, mystery's over!" Mary Jane sprang to her feet, shaking Peter from his thoughts.

The trio had spent the last couple hours glued to the news feed, save for bathroom breaks and halfhearted efforts to keep down food. They'd even worked up the courage to rest their butts on the same couch cushions that a goblin-butt had touched.

"Oscorp was waiting for some bigger baddie to kill the Avengers so they could swoop in and replace them, and now the city's in love with the creepy evil Avengers. Hurray. Good for Oscorp." Mary Jane turned to her bedroom. "Now if you want to call your aunt and arrange to pick her up, I can go ahead and buy the plane tickets-"

"*MJ*." Peter's voice came out sharper than he'd meant.

MJ halted her march, but she kept her back to him.

"I… I don't know if…" Peter tapered off, prompting Gwen to hold him tighter.

What Peter was struggling to say aloud was that… the thing was… just sitting here for hours, watching the bad guys on TV and letting his costume collect dust? It'd been hard for Peter to do. Physically hard. Like, Odysseus-tied-to-the-mast-sailing-past-the-Sirens hard.

"*Peter.*" He'd expected Mary Jane to sound angry, not… devastated. "You said we were going to leave."

"But…" If Peter held Gwen any tighter, he'd crush her. "…don't you think the other superheroes deserve a warning about the New Avengers?"

"Reed Richards is the smartest man in the world," MJ shot back without skipping a beat. "He'll figure it out. Or- Or S.H.I.E.L.D. will catch Oscorp cheating on their taxes. I don't know."

"What about Harry?" Gwen asked softly. "Are we just gonna leave him to his fate?"

"Y-You can't- I mean, I-" A reluctant Mary Jane faced them, fumbling for words. "The world's a screwed up place full of screwed up people, and bad things happen, and- and you need to know when to cut your losses." She glanced away, then added, more to herself, "You can't save *everyone*." Silence. "Guys, please, Oscorp's showing us *mercy.*"

Finally, Peter rose from the couch, giving him access to his sweatpants pocket. "I'd better… call Aunt May."

But before he could reach his phone, it went off. The caller ID was unknown, and so Peter furrowed his brow, put the cell on speaker, and answered the call.

"*Oh, Peter, you've been a VERY good boy!*"

His blood froze all over again.

"*I'm so proud of you,*" came the Green Goblin's singsong voice. "*In fact, I'd say you deserve a reward. Come to the rooftop three hops west of your humble home – There's an old friend of yours who's DYING to see you again.*"

"I'm *not* leaving the girls alone." If tone of voice could kill…

"*Peter, if I'd wanted your various girlfriends dead, I'd have fridged them all months ago. Now please do as you're told again. Everything's been going so cleanly today, I'd hate for things to suddenly get messier. See, the fun thing about you having so many loved ones is that there's a couple extras I can use as warning shots.*" The Goblin paused. "*For instance, I don't know, animal-talking girl might get a safe dropped on her next time you sass me. You get the picture.*"

On that note, he hung up.

Saturday, August 6, 2016, 6:08 P.M.

Here Spider-Man was, three hops over on a nondescript rooftop beneath the setting sun, perched on a lightning rod. It was like he was begging God to make things easier and just kill him already. Spider-Man wasn't sure what kind of building this was, but he doubted it was important – It'd probably been chosen purely on the merit of being a safe distance from the apartment complex. Seemed Oscorp was at least courteous enough not to spill Spider-Man's secret ID to the public… which was odd, now that Spidey thought about it. Whatever. It didn't matter.

All that did matter was the patriotic punk descending from the night sky. Peter scowled beneath his mask as Iron Patriot hovered beside him.

Spider-Man tensed in place. Eddie's camera had gotten fried thanks to Living Brain, meaning Spidey was on his own here. "Web" wouldn't be operating again until they could scrape together the replacement camera funds.

"So what's the point of this meeting?" Spider-Man spat the moment Iron Patriot drew near. "Just in case I had any doubts the quote-unquote Avengers were in league with the Goblins?"

"That's dangerous talk, Spider-Man," said Iron Patriot. "Dangerous and unsupportable." Whoever the pilot was, his voice was distorted and robotic. Not that it mattered. Probably just some Oscorp stooge like Gargan.

"What do you want with me?" Spider-Man asked through gritted teeth. "I've *been* leaving Oscorp alone."

"Oh, but we don't *want* you to leave us alone, Peter." Iron Patriot hovered nearer to him. "You see, the New Avengers' roster is always looking to expand, and it was my understanding that one of Steve Rogers last wishes was for you to become a full-fledged Avenger. Like you've always wanted."

Okay, eww. Spidey tried not to visibly shudder. He opened his mouth, but then he remembered what the Goblin had said about sass. Ugh, seriously, he'd even managed to silence Spider-Man's quips? God, Peter was gonna go insane here. He felt like a kettle boiling over.

"Now, I know what you're thinking." A freaky, metallic noise emanated from the suit. It took Spidey a minute to realize Iron Patriot was chuckling to himself. "An Avengers team with Oscorp at the helm isn't quite what you had in mind. Because, you see, Oscorp is an *evil* company, isn't it? We've done *bad things*. You would've rather joined the Avengers team helmed by Stark Industries, a *good* company that's *never* done evil things in the entirety of its existence." More chuckling. "Don't you worry, Oscorp will soon announce that it's halting *its* production of weapons, too, just like Stark's did. We don't need them anymore. After all, with the secret of Tony Stark's Arc Reactor technology cracked, we'll have all the Iron Man- pardon, Iron *Patriot* suits we could ever want. So really, all that's changed is who gets to sit in Stark's throne."

Spider-Man said nothing.

"Honestly, Peter, it's not like the New Avengers are going to fly around committing petty crimes. We'll still function as superheroes. You'll still be doing your uncle proud-"

The world went white hot. Peter felt his knuckles hit metal, and then his spider-sense threatened to pop a blood vessel, and there was the worst burning sensation Peter had ever felt in his life… and when the world came back into view, Spider-Man was gazing up at the night sky, his back on the concrete.

Iron Patriot hovered before him, aiming his palm for another repulsor blast.

"Oh, come now, Pete, what's the matter?" Iron Patriot didn't sound *quite* as composed anymore. "Wouldn't it be a dream come true to play superheroes with your *best friend?*"

In one quick motion, the helmet flipped open.

Peter almost screamed. "*Harry-?*" Dear lord, Kaine hadn't been kidding about the poor guy's face. The whole right side of it was covered in sickly purple scars. With his eye bulging and the side of his lip so contorted, Harry looked almost… goblin-like.

“Imagine!” Harry threw out his hands, cackling. “Spider-Man finally on the Avengers, just like all your fans have been clamoring for!”

“*Harry-!*” Peter struggled to his feet. “Harry, you’ve been brainwashed. Reilly fought it, and- and I know you can, too.”

But that only made Harry cackle harder. “You don’t remember a *thing* Kaine told you, do you? Hamilton or Traveller or whatever you wanna call him… All he does is help people see the truth about themselves. Such as the fact that Harry Osborn was a pathetic little nobody.” For a moment, Harry’s disfigured face darkened… but then it brightened again. “But that’s nothing a healthy dose of Globulin Green couldn’t fix.” Another round of cackling erupted from his throat. “Maybe we’ll even feed some to you and your girlfriends someday, help you come round to our way of thinking-”

Pain rocked Peter’s body again, and he hadn’t even been repulsor-blasted this time.

“-except that our supplies have been worn thin from this latest stunt, so that’ll have to wait. Ah, well.” Harry smiled to himself… but then, in a blink, his face grew colder. “You could *use* an attitude adjustment. I mean, remember when you and Gwen conspired to hook up behind my back? What was *that* all about?” But just as abruptly, Harry seemed to shake himself out of it and returned to his usual, goblin-esque grin. “But lucky for you, I’m willing to be the bigger man and let bygones be bygones. All you have to do is show your masked face to the New Avengers’ press conference tomorrow morning. Be in front of Oscorp Tower bright and early at eight o’clock. After all, I’d hate to think how your dear old aunt would take it if she knew she’d raised a tardy nephew.”

At these words, Harry’s steel gauntlet projected a rectangular, translucent hologram… and upon it was footage of Aunt May, leaned over her piano next to a little boy.

“Is she giving lessons?” said Harry. “Oh, that’s so sweet of her. What a lovely woman. I do so enjoy this live feed.” Then the hologram winked away, Harry’s helmet slid back over his head, and he shot upwards, propelled by his rocket boots. “Ciao, Spider-Man!”

Really, the moment Iron Patriot disappeared back into the evening sky, Spider-Man should’ve dashed back home to check on the girls. But though it pained him to admit it, he needed a moment to collect himself.

And the sudden buzzing of his phone was pretty distracting, too. This time, Spidey had an idea who it was without even checking the caller ID.

“*Not a single quip out your mouth the whole conversation!*” The voice didn’t even chill Peter’s blood this time. He was getting used to it. “*I have to say, Peter, I’m impressed. You and Harry are going to have so much fun together on your new superhero team. Maybe not as much fun as web-swinging off of Big Ben would be, but you’ll get over that.*”

Another spasm rocked Peter’s chest. *How did he-?* They’d had the X-Men check their apartment for bugs like a bazillion times-! No, wait, duh. The Goblin’s surprise visit this morning.

“*STILL no backtalk?*” came the Green Goblin’s voice again. “*You really HAVE learned who your daddy is.*”

If he’d help it any tighter, Peter would’ve crushed his phone to dust. “Why are you doing this to me?”

That only made the Goblin laugh harder. “*You have to ask? Because you’re fascinating, Peter.*

Such a promising young man handed all this power, and there's so much you could do with it… except that you have these funny little rules you impose on yourself."

No response.

"*Well, you're young. You don't know any better. But that's why I'm here for you, Peter, to make sure you receive a proper education.*"

For a moment, there was more silence from Peter's end. Then he said, "So… if Harry's Iron Patriot, who are *you?*"

Saturday, August 6, 2016, 6:16 P.M.

There was a slight break in the call at this point because the Green Goblin had to duck an incoming missile. Darn thing almost blasted him to the ocean below. Pesky S.H.I.E.L.D. helicopters trying to follow him and his gobbie-gal back to their barracks…

"Alack, I am afraid they have awaked-" Lady Goblin's glider weaved through the copters. "-and 'tis not done. Th' attempt and not the deed confounds us!"

A shockwave nearly knocked Green Goblin into the drink again – His feminine counterpart had just cleared a path for them via pumpkin bombs. *Well,* Gobbie guessed *those guys* wouldn't be bothering them again.

Now that it was smooth sailing, the Green Goblin touched the inside of his pointy ear, turning the speaker back on.

"Whoops, bad connection. Now who am I, you ask? Oh, it's really not that hard to figure out, Peter, provided you've been paying attention…" That was as good a note as any to end the call on, the Goblin figured. Okay, he liked being cryptic.

Finally, he was alone with the missus.

"You know, I just realized…" The Green Goblin's glider flipped around, flying backwards directly in front of Lady Goblin's own. A tricky move to pull off, sure, but it was worth it so he could gaze into her gorgeous yellow eyes. "…now that Harry and his friends have finally vacated the barracks… we've got the place all to ourselves tonight."

A sly smile crossed Lady Goblin's face. She brought a clawed hand to his pointed chin, cupping it. "We must not look at goblin men."

The Green Goblin smiled in turn. "We must not buy their fruits."

Two latex-covered lips drew nearer to each other, reciting together over the howling wind:

"*Who knows upon what soil they fed,*

Their hungry, thirsty roots?"

They shared a deep, hearty laugh.

"Fine," said Green Goblin, glancing aside, "I'm *not* done using rhyme schemes. Sue me."

Walking

Saturday , August 13, 2016, 11 : 27 P.M.

A girl sat alone on the therapy couch, and beside her stood a towering man. Whatever bits of his skin weren't hidden by the room's dimmed lights looked pale white.

"The events of these past two weeks have shown me beyond a shadow of a doubt," the man said, his voice deep and gravely, "that this line of work is far too dangerous to ever be feasible. Only the mad pursue it."

"Oh, so when *I* try to be a super-criminal, suddenly it's too dangerous?" The girl rolled her eyes, arms folded.

"Yes, I'm sure you understand the hypocrisy, Janice." The man's posture remained stiff as stone. "But what you don't understand is that I would do *anything* to keep you safe. Morals be damned."

Sunday, August 7, 2017, 8:31 A.M.

Honestly, seeing such a huge crowd in front of Oscorp Tower was surreal. Sure, the crowd wasn't half as big as the one that'd watched the Fantastic Four's return from the Negative Zone, but still, Spider-Man hadn't thought Oscorp was the kind of company that liked having too many eyes on it. Then again, there was a thick line of security people keeping the reporters and paparazzi at bay, so it wasn't like Iron Patriot was kissing any babies, Spidey supposed.

Of course, crowds always formed whenever superheroes were involved. Most people probably just wanted to gawk at the group of them standing shoulder-to-shoulder on the tower's front steps. Iron Patriot was in the center, posing with hands on his hips, while on either side of him stood a blissfully grinning Thor and a sulking Yellowjacket. Above Yellowjacket's shoulder hovered a crimson, mechanical insect the size of a puppy – Apparently, Red Wasp counted as an official member, too. To the far left of the group stood the Ultimate Spider-Slayer, and on the far right stood… Spider-Man.

He'd put in as much distance from Smythe as possible. No reason.

Some of the reporters had seemed a bit apprehensive about the New Avengers at first, but Harry had gone full used-car-salesman on them. The first thing he'd done had been to roll back his helmet and reveal the Iron Patriot's true identity. His face, he'd explained to the shocked crowd through his suit's built-in mike, had been the result of a stray pumpkin bomb (which technically wasn't a lie…). The attempt on his life had left him scarred and deformed, but he assured you his RESOLVE had NEVA BEEN STRONGA!

…Look, the only way Peter was getting through this thing with his sanity intact was if he mocked every moment in his head.

Next up, Harry had announced that, as the CEO of Oscorp, he was officially halting the production of all its weapons in honor of Tony Stark. It'd earned him applause. Thunderous app-*Okay, sorry, Peter was done.*

And, of course, Oscorp's sudden popularity spike had been boosted by the founding Avengers flanking Harry.

“I trusteth no man moreth than Oscorp!” Thor had bellowed, hoisting his battle ax towards the newly-risen sun. His voice carried just fine without a mike, apparently. “Thine art an organizationeth of nobility and honesty who would never deceiveth thou!”

Then Yellowjacket had mumbled something into his own built-in microphone about wanting to atone for the sins of Hank Pym and about how there was no one he trusted to help him do that more than Oscorp.

That’d been the gist of the speeches, anyways. And now that Spidey had suffered through them, it was time for him to suffer through the questioning part, too.

“This one’s addressed to Thor,” a random reporter said, stepping forward. “Why have you not changed your superhero alias in order to better match the altered aliases of all your other teammates?” Oh, they were opening with the hard-hitters.

Before Thor could open his enormous mouth, Smythe stepped in front of him. “It’s not an alias,” he said, deadpan. “His mum named him Thor. So, for instance, if some other person had ever picked up his hammer, their name wouldn’t have suddenly changed to Thor. That’d be stupid.”

“Well, while we have your attention, Mr. Smythe,” spoke up another reporter, “could you elaborate on the legality of a former supervillain like yourself joining a superhero team?”

“I’ll take that one.” Harry nodded, prompting Smythe to step back. “From the information Thor and Yellowjacket have shared with me, I’ve learned that Steve Rogers had been planning a program to rehabilitate super-criminals by allowing them to operate as probationary Avengers.”

Man, with the messed up face and the smooth, confident voice, Peter almost didn’t recognize Harry. It was like Oscorp had terraformed the poor guy. Though at least he wasn’t using his “goblin voice” right this second…

“He’d already had some members lined up.” As he spoke, Harry projected a hologram from his suit’s gauntlet to illustrate. It displayed archival footage of three crooks. Two of them, Spider-Man instantly recognized as Scarlet Witch and Quicksilver, but the third… Well, let’s just say he thought he’d remember if he’d ever seen a guy in full-body, dark violet chain mail firing a bow and arrow before. “Rogers had planned to lead them on controlled missions together so he could gradually build their trust. The other Avengers called them ‘Cap’s Kooky Quartet.’” Harry smiled for a moment, but then he bowed his head. “But with the tragic loss of Rogers and his allies, the New Avengers will have to work on rebuilding this trust from scratch. Rogers’ original three candidates have refused to cooperate with the New Avengers and S.H.I.E.L.D., but Smythe hasn’t. Nevertheless, we hope to fulfill Rogers’s wishes someday and see his planned candidates on the Avengers.” Yeah, perfect, just what the New Avengers needed, more “reformed” supervillains.

Spider-Man saw Oscorp’s game here. Time was, the Big Man had paid Oscorp to make supervillains to distract a superhero, but that hadn’t been enough control for Oscorp’s liking, and so Norman had overthrown the Big Man. But then his plan had been foiled by a superhero – Oscorp still hadn’t had enough control. Now, though, *all three* pieces of the equation were under Oscorp’s roof. They’d already struck a deal to get the Web-Head on their roster. What was next? Were they gonna buy up the rights to the Fantastic Four and X-Men, too? Make a superhero monopoly?

“This rehabilitation program,” a reporter suddenly said, “does it also account for why a public menace like Spider-Man is allowed on the team?”

All eyes fell on the Web-Head. Harry gave him an expectant little smirk.

Through the fibers of his mask, Peter inhaled, then said into his microphone, “Yeah. It’s an honor to be here.”

Monday, August 8, 2016, 3:06 P.M.

Whoa, their drama teacher had pulled some *strings* for MJ. Was she really getting to work here? This theater’s backstage was *huge*. Peter and Gwen would’ve been stuck wandering for all eternity if they hadn’t had Mary Jane there to guide them by the hands. The couple had decided to accompany their third to her job today. For some reason, they weren’t too anxious to spend time in their apartment anymore.

After all, it wasn’t like Peter couldn’t call that Forge guy from the X-Men again. Heck, Peter couldn’t even try and find out if his spider-sense was any good at picking up bugs. The Green Goblin had made his point loud and clear – The Spider-Family couldn’t do the slightest thing out of line.

And speaking of Gobbie, Peter once again had no idea who he really was. It was funny, figuring out the Goblin’s true identity used to be Spider-Man’s top priority, but at this point, he didn’t care in the slightest. It was probably just some thug Oscorp hired to scare Peter, but even if it turned out Warren had cloned Norman back to life or whatever, what difference did it make? Bad guys were bad guys.

Peter bowed his head, both because he was depressed and in order to duck past busy extras and stray scenery. He had to give it to this troupe, they hadn’t let all the recent attacks set them behind schedule.

“*Kiss me too fiercely.*

Hold me too tight…”

The rehearsals echoed down the hall as the three neared the exit.

“*I need help believing,*

You’re with me tonight…”

“I think today went pretty well.” MJ made a valiant effort to laugh. “But really, from now on, I take any day robots aren’t trying to kill me as a win.”

Gwen at least tried to laugh alongside her, but Peter didn’t bother. Even if Mary Jane refused to show it, canceling the London escape plan had to have hit her hard. Peter couldn’t help but feel terrible for her… especially since, deep down, he’d never had any intention of going. Peter knew this was an awful thing to admit, but it was almost a relief that they couldn’t leave Manhattan. This way, at least, Peter could keep an eye on Oscorp. And really, as much as it made Peter’s stomach churn, he couldn’t help but think that if Oscorp had wanted any of them dead, being in London wouldn’t have made much difference.

So had Peter lied to Mary Jane’s face? Yes. No. Maybe? What was he supposed to have done? It was *his* fault she’d woken up to a goblin in her living room. Had he really needed to argue with her when she was panicked beyond belief?

Beside him, Gwen met Peter’s eyes. She gave a pained smile. She knew. Just from Peter’s face, she knew. Sometimes he swore that girl was a telepath.

“A model *and* an actress?” Gwen turned her comforting smile to MJ. “You’ll be fighting off paparazzi any day now.”

“Eh, it’s just some extra pocket money.” MJ slowed her pace so she could place herself between the couple. “We need to save up if we wanna get you a new camera. I’m sure you’re itching to be ‘Web’ again.”

“Don’t *you* have a super high quality web cam?” asked Gwen.

“Yeah. That *I’m* using.”

Gwen smirked. “For extra pocket money?”

Mj smirked back. “From streaming *video games,* yes.” Suddenly, she was gripping Gwen’s hand with her nails.

In spite of himself, Peter grinned. “You must gets *tons* of subscribers.” He’d earned himself a shove. “Because you’re so good at video games, Mary!”

“*Watch it,* Tiger.” Despite her best efforts, giggles cracked through MJ’s voice. “Only Gwen’s allowed to call me Mary.”

The trio strolled off towards the exit, their endless spiel of banter accompanied by the ever-fainter sounds of piano music and rehearsal singing:

“*And if it turns out,*

It’s over too fast…”

Wednesday, August 10, 2016, 3:13 P.M.

Even once her eyes were open, the word felt like a dream. Like, Reilly could move her fingers, but she couldn’t feel them. Far out.

“Morning, babe.”

Reilly was right in the middle of wiggling each finger in turn when a voice shook her out of it. “Oh, hey, babe.” She yawned, stretched, and sat up on the hospital bed. The Baxter Building’s infirmary had become a pretty familiar sight to her, though sometimes she still thought she was in Peter’s old bedroom for a second upon waking. “How long was I out this time?”

“About two weeks.” Johnny knelt over the bed so he could stroke her hair, which had long since reverted to brunette.

“Yeesh.” Reilly couldn’t help but wince. Guess that’s what happened when an alien symbiote treated your insides like they were making a jack o’lantern. “So, uh… did I miss anything cool?”

Tuesday, August 9, 2016, 5:12 P.M.

Interestingly enough, Peter ended up back on Broadway again the next day.

“BWAH HA HA HA HA! FLEE! FLEE, HUMANSSS, FROM THE COLD-BLOODED ARMIESSS OF SSSTEGRON THE DINOSSSAUR-MAN!”

But for a slightly different reason.

Thwip. "Now, see, that's debated in the scientific community-" Spider-Man swooped above the street on a web-strand, narrowly snatching a civilian from the way of a pack of tiny, feathery Velociraptors. "-but, hey, I get it, 'cold-blooded' sounds way cooler. I do get the impression that coolness is the, uh… driving force behind your plans here."

"Your human weaponry isss no match for raw, primordial power!" Stegron let out a wild, raspy cackle. The dude looked a lot like the Lizard, only orange, and instead of a lab coat, he sported a row of iconic Stegosaurus plates running down his back.

Once the civilian had fled to safety, Spider-Man perched himself on the side of the building so he could overlook the madness. Cue the Jurassic Park theme. Brontosauruses were bumping into traffic lights, Pterodactyls were gobbling up swarms of pigeons in midair, and Triceratopses were quite literally chasing down cabs. The prehistoric creatures didn't mean anyone any harm, as far as Spider-Man could tell. Poor things were just scared and confused. How would *you* feel if you were rudely awoken from a nice, long nap only to find yourself in some strange, cement-covered world?

"Have at thee, wyvern!" Thor, though, didn't seem to share Spider-Man's empathy. He was too busy putting a Utahraptor into a chokehold over on the sidewalk.

"Don't worry, little spider." Across from Spider-Man's perch, the Ultimate Spider-Slayer fired some totally-not-Iron-Man's-repulsor-blasts to keep the wave of dinos at bay. "I've got your back."

"Oh, how reass- *Hey!*" One of the blasts came awfully close to singing Spidey's foot.

He hopped off the wall, grumbling to himself as he gave a flying kick to a Velociraptor. Stupid Oscorp. Now Spider-Man didn't even get to properly enjoy fighting dinosaurs…

"No screwing around, you two." Overhead, Iron Patriot was blasting some pterodactyls out of the air. "We have to subdue every last one of these things so S.H.I.E.L.D. can ship them back to the Savage Land, and I don't want to spend all day scouring the city because you idiots let some escape."

Iron Patriot nodded to Yellowjacket on the far end of the street. The guy was dutifully shrinking dinos to a more portable size, allowing Red Wasp to subdue them with a single zap.

"Well, aren't you all business?" Spider-Man bounced back down to the pavement so he could web up more raptors. "What, did your goblin juice wear off?"

"It did, actually." Harry's voice was tight and sharp beneath his suit's distortion. "Now do try and not mention the word 'goblin' in front of any civilians. Killing them is so much paperwork…"

Spider-Man pretended one of the dinosaurs' snarling, toothy faces was Harry's own. He managed to knock some fangs out. "You know you've gone full Kylo Ren? You do realize that, don't you?"

"The guy who's apprenticed to Palpatine's clone?" Iron Patriot said as he shot down yet more 'dactyls. "Doesn't sound like the worst thing in the world to be."

"Okay, first off, they are *definitely* revealing he's Plagueis in the next one. Second off, the whole point is that Kylo Ren's a loser who can never live up to-"

"Girls, girls," cut in Smythe as he piledrived a Brontosaurus. "You're *both* los- *Gah!*" He couldn't

finish that retort because the next instant, a T. rex decided to use him as a chew toy.

Oh yeah, had Spider-Man mentioned that a Tyrannosaurus rex was leading the charge? Because it was. In fact, Stegron was somehow managing to ride on its feathery back like an overgrown Chocobo.

“Oh no, anyone but Smythe,” said Spider-Man. “We must save him.”

Iron Patriot made a noise that might, just *might* have been something resembling genuine laughter.

Wednesday, August 10, 2016, 4:21 P.M.

Johnny hadn’t made it halfway through his recap when a little white drone hovered up to Reilly’s bed.

“*Pardon me,*” said H.E.R.B.I.E., “*but a friend of Reilly’s has politely requested a visit, and my scanners indicate he has absolutely no murder weapons concealed within his clothes. See? See, I am doing a much better job of remembering to scan for that after the last time-*”

“Yeah, thanks, Herb.” Johnny rose from Reilly’s bedside so he could nod to the doorway. “Let him in.”

Upon the words, the infirmary entrance whirred open, allowing entry to… a teenage boy with stripey red hair, a pressed suit, and a face that made Reilly recoil.

Johnny squeezed her arm. His chest puffed out, almost like he was shoving his costume’s “4” logo into Harry’s disfigured face.

“Harry?” Reilly found herself covering her mouth with a hand – though she wasn’t sure if that was a genuine reaction or if she just felt like that was expected of girls. Sheesh, guess none of those surgeries had been to replace her punctured gender identity. “What *happened* to you?”

“What happened to *you?*” Harry glided to her mattress, his left eye bulging to match the perpetual bulge of his right. But he couldn’t get too close before Johnny blocked his path.

“Alien symbiote got me.” Reilly rubbed the numerous bandages covering her torso. “You?”

“It’s not important.” Harry’s face softened – the parts of it that were capable, at least. “I’ve been asking to see you, but your, uh, guard robot here wouldn’t let me in till just now. I… I missed you.”

“Harry…”

“I’ve missed her, too,” spoke up Johnny from off to the side, “which I guess makes sense seeing as I’m-” He cleared his throat. “*-her boyfriend* and all.” Then he had a sudden, mysterious coughing fit.

“Are you going to be back in action anytime soon?” asked Harry.

Reilly nodded. “In another day or two, probably.”

“That’s good to hear.” Harry paused. “Have you heard about the New Avengers?”

Reilly nodded again, slower this time.

“Pete’s already joined the team,” said Harry. “I was hoping you would, too.”

At this, Reilly shut her eyes, resting her back against her pillow. “I was wondering about that, actually. Why would he suddenly trust you?”

There was silence a moment. Harry’s posture remained utterly perfect. “Because under my direction, Oscorp’s following in the footsteps of Stark Industries. We’re becoming a better company.”

“Yeah?” Reilly folded her arms. “And did your mom and her drinking buddies turn over a new leaf, too?”

Harry’s eyes traveled to his perfectly polished shoes. “Reilly, my mom threw on a goblin costume and tried to firebomb the city.”

Okay, she couldn’t actually feel it when she was this drugged up, but Reilly was pretty sure her heart had just skipped a beat. “Oh, I- I’m sorry-”

“She’s on the run along with Spencer Smythe and pretty much anyone else who was in on Oscorp’s criminal activities.” For the most fleeting of moments, Harry’s smooth, confident voice wavered the slightest amount. It made him sound like himself. Y’know, as opposed to Mini-Norman. “Please, Reilly, I’m trusting you and your friend here-”

“*Boyfriend.*” Poor Johnny had *another* coughing fit. Weird.

“-not to tell anyone about my mom.” Harry’s eyes shut. “I don’t want either of my parents remembered like that.”

Reilly stayed silent.

“I’m the only one in charge of the company now,” Harry continued, “and I swear, I’m doing everything in my power as CEO to clean up my parents’ mess.”

“And that includes helping to rebuild the Avengers?”

“Exactly.”

Reilly took a breath, then met Harry’s eyes. “Fine. I’ll think about it. About joining your team, I mean.”

The slightest of smiles crossed Harry’s face. “That’s all I ask.” Then he was allowed to hug Reilly, and H.E.R.B.I.E. escorted him out the infirmary.

The moment he was gone, Reilly’s head snapped towards Johnny’s. “Was it me, or was every word he just said a steaming pile of bullcrap?”

“Oh, that was *total, utter* bullcrap,” said Johnny.

“The crappiest bullcrap a bull’s ever crapped.”

“Reed brought us to a dimension once where everything was made out of pure bullcrap – the walls were bullcrap, the floor was bullcrap, the air was bullcrap – and even *that* wasn’t as big a pile of bullcrap as the bullcrap that guy just crapped out.”

“…You took it too far.”

“Sorry.”

Wednesday, August 10, 2016, 5 : 2 4 P.M.

"…and Stegron's testimony exposed Tricorp's super-mercenary production." Peter's dumplings had been resting on his plate for half an hour, and he hadn't touched them once.

"Meaning Oscorp's got no competition left?" Gwen was seated beside him, her thigh touching his.

"Wouldn't be surprised if they're the ones who helped Steggy escape the Vault in the first place." And across from them in the booth sat Mary Jane, who was still working out how to hold her chopsticks. "Y'know, to give the New Avengers another notch in their belt."

"Yeah." For a moment, Peter's hand almost reached for a dumpling, but it lost its energy halfway through. "But the thing is, I had nothing to do with that. As far as I knew, innocent people were gonna get trampled by dinosaurs, and I saved them. I'm still being Spider-Man. I'm just…"

"…a version of Spider-Man that only does Oscorp-approved crimefighting?" said Gwen.

"What choice do I have?" Peter rested his head on her shoulder. "Oscorp's playing pretty nice by their standards. Harry even handed me a big, meaty paycheck when the whole thing was over."

"He did?" MJ's head snapped up from her plate. "Seriously? Phew, I been worried about next month's rent since you lost your Bugle j-"

"I tore it up in front of him."

"Oh." MJ's eyes returned to her plate. "Yeah. Yeah, I mean, who wants their blood money?"

"That's just it, though." There was a sharp intake of breath from Peter's side of the booth. "We'd actually have a good thing going right now… except I've got these funny little rules I follow."

The remark earned nothing but silence from the other two. The three of them sat there a while, listening to the chatter of the other restaurant-goers. Normally, it'd blend together into a pleasant buzzing sound, but there weren't enough voices for that today. It was almost dead in here. Just like it was in every other place in the city.

"Hey, c'mon, guys-" Mary Jane's lips stretched as near to a smile as they could go right now. "-let's not talk about this. It's Tiger's birthday."

"Oh, don't remind me." Gwen gave her boyfriend's hair a ruffle. "Our little boy's finally a man."

"He grew up right before our eyes!" MJ feigned blowing her nose in her napkin.

The girls attempted to laugh, but Peter's face sucked it right out of them.

"Peter…" Gwen had to lean forward and crane her neck to meet his gaze.

"Is this gonna be our life from now on?" Peter asked softly. "Pretending to be happy while Oscorp yanks me around on a leash? Looking the other way twenty-four seven while the New Avengers featuring Spider-Man becomes the biggest thing to come from New York since the club sandwich?"

"H-Hey, at least the Daily Bugle still thinks you and your teammates are menaces." MJ gave an anxious smile. "Some things never change, huh?"

Peter ignored her. “I can’t even see my aunt on my birthday. Don’t exactly want her coming to town when the city’s turned into a wacky war zone of robots and goblins and dinosaurs… And sure, I called her, but how much you wanna bet Oscorp’s bugging my phone like they bugged my *living room?*” At the last word, his fist hit the table and his chopsticks tumbled to the carpet. “This is my fault. I had to go play hero and tick off bad guys way above my weight class, and now everyone I care about is in danger *because* I care about them.”

The girls could offer no response – except for staring at him with sad eyes.

“Maybe I should just keep the paycheck next time,” Peter said, hand on his forehead. “What difference does it make? Oscorp’s won, and it’s not like taking the high road makes them win *less*.” He glanced away, then added, “I should’ve taken *Tombstone’s* stupid offer. At least *he* didn’t know my secret identity.”

No response. Now they were back to listening to the restaurant’s lethargic background chatter.

“Okay, this might sound silly,” said Mary Jane, “but what if we, like, took a causal stroll in the general direction of the Baxter Building, and we made like we were gonna go past it, but then at the last second we sprinted inside and told the Fantastic Four what was-?”

She couldn’t make it to the end of the sentence before Peter’s head buzzed like mad. “*Shut up shut up shut up-!*” Before he’d even realized what he was doing, Peter had sprang to his feet and yanked the girls to his side.

“*What-?*”

“*Tiger-!*”

Both girls were left gawking at him. In fact, so were the other customers and a passing waitress.

Well, Peter’s face was as red as it’d ever been. He hurriedly returned the three of them to their seats. “Sorry. Spider-sense.”

“Your *spider-sense* went off?” Gwen said in a harsh whisper. “Y-You don’t think one of Smythe’s mini-Spider-Slayers is watching us *right now,* do you?”

Peter could only sag his shoulders. “Let’s get out of here. I don’t like this.”

A minute later, the three were hurrying down the streets of Chinatown, Peter guiding the girls by the hands while they each carried a stack of to-go boxes. They power walked in silence a minute.

Gradually, Peter’s eyes fell on the hands occupying his own – one small, dainty, and perfectly manicured, and the other even smaller, even daintier, and sporting chipped, jagged nails.

“Didn’t mean to scare you two,” Peter half-whispered, half-muttered. “I don’t want to be a jerk. I know you’re both just trying to help.”

“It’s okay, Peter,” said Gwen.

“We’re not ticked at you – We’re ticked at Oscorp,” said Mary Jane.

Peter gave a slow nod. Then, for the first time that day, he managed a genuine smile. “You know, the- the three of us together… that’s the one good thing to come from this mess. Me and Gwen were so scared of it before, but now it feels so simple… We all like each other. That’s it.” He faltered. “That, uh, *is* it, isn’t it?”

The girls traded hesitant smiles.

"That's it." Mary Jane held his hand tighter. "I love you guys."

"We love you, too," said Gwen.

In the time they'd started this little tryst, Peter had developed this weird kind of sense. It was not unlike his other one, except that instead of warning him about danger, it warned about when the three of them were all feeling bubbly and cuddly at the same time. He liked this sense a lot better.

Peter's head darted around to make sure too many passerby weren't out and about. Nada. Of course, there was always the chance Smythe's creepy little bug bots were being voyeurs, but, as much as Peter shuddered to admit it, if Oscorp was really committed to spying on them, they'd probably pieced it together already…

With that reassuring thought in the back of his head, Peter brought his lips to Gwen's, and then Gwen brought hers to Mary Jane's, and Mary Jane brought hers to Peter's. Like an imperceptible wave had traveled through them.

"*Eeeeigh-!*" Then out of the blue, a *very* perceptible wave traveled through them – a sound wave. To-go boxes splattered to the pavement.

"*Huh-?*"

"*Whuh-?*"

"*What the-?*"

"Oh my g-! I am so sorry. I didn't mean to- to-" Where empty air had stood a second ago, there now stood a blonde woman in her mid-twenties, wearing a familiar, skintight, sky blue costume.

"Invisible Woman?" Peter took a tentative step forward. "Were you *spying* on-?" *Spider-sense tingling*.

The next second was an interesting one. It started with a miniature Spider-Slayer springing from the shadows of an alleyway. Next came the crimson death-laser it fired. Peter had no doubt it would've turned his girlfriend and their girlfriend to ashes if Invisible Woman hadn't tossed up a forcefield-wall to block it. Then came the grand finale of that second, in which Peter smashed the robot into the pavement via his knuckles.

By the second second, the triad had huddled around Invisible Woman so she could wrap the whole group in a forcefield bubble. They all stood there a moment, pulses racing, but no more Spider-Slayers came forward.

"I'm sorry for spying," Invisible Woman said hurriedly. "Reilly asked me to check on you, and I was trying to figure out if you were really working for Oscorp, and I guess I got… sidetracked." She bowed her head, arms clasped behind her back. "I'm sorry. I know people-watching's a filthy habit."

"It's cool," said a breathless MJ.

"But please don't tell anyone about- about *us,* Miss Storm," added Gwen, whose face was even brighter than Invisible Woman's own right now.

"O-Of course, it's none of my business." Actually, the fact that Invisible Woman wasn't vanishing from sight out of sheer embarrassment was kind of commendable. Peter wasn't gonna pretend he

wasn't envious of her for having the option, though. "And it's 'Mrs. Richards' now." Invisible Woman gave the slightest of smiles as she gestured to the ring-shaped indent in her black glove.

"Wait." Peter's heart was on the brink of shutting down. "Oscorp just tried to kill us! My aunt-"

"-is safe." Invisible Woman placed a comforting hand on his shoulder. "Reilly already gave us a list of friends and family to bail out. You three are the last ones left."

"She did? We are?" Now Peter's heart wasn't sure if it should beat quicker or slower.

"I'll explain as we go – This forcefield can block soundwaves." Invisible Woman waved a hand, causing the bubble's translucent surface to ripple. "And we just turned invisible to onlookers. I'd love to see Oscorp try and follow us *now*." With that, she turned for the sidewalk, gesturing for the others to follow her. "Now let's get you kids to the safe house."

"Safe house?" Peter almost laughed in relief. "I didn't know the Fantastic Four had a safe house."

"Yeah," said Invisible Woman, "neither did Oscorp."

With that, the big, invisible bubble made its way down the street towards the Fantasticar, which had been left invisibly double-parked a couple blocks over. And they only tripped over seven or eight people on the way!

Wednesday, August 10, 2016, 5 : 51 P.M.

Apparently, the Baxter Building extended just as far underground as it did aboveground. And at the very deepest regions lay the safe house. The moment the elevator doors slid open, the group of Peter, Gwen, MJ, and Invisible Woman were met with a reinforced steel door blocking the dim, gray hall.

"Here, I've configured it to open on you three's voice commands. Let me show you how." Invisible Woman turned to a built-in speaker in the side of the door, then recited, "*Franklin*."

Instantly, the reinforced door folded up into the ceiling, and then so did the reinforced door behind it. Then the reinforced door behind that one and the reinforced door behind that one.

Once that was finished, the trio followed the superheroine down the cold, barren, somewhat spooky hallway until they reached a doorway, which led out into… a warm, cozy living room that looked like it belonged in a penthouse. The carpet was spotless, there were logs crackling in the fireplace, the bookshelves were filled with books, and a big-screen TV hung on the wall. Peter stood there admiring it while the reinforced doors each slammed shut behind him.

MJ let out a whistle. "When you said 'safe house,' I was picturing, like, a damp cell where we'd huddle under a blanket and eat rations out of a can."

"Like we'd lock our friends and family away in a dungeon." Invisible Woman nodded to a couch on the living room's far side.

Seated on it was a dark-haired woman, and she was busy hugging the big stone golem looming over her.

"I'll be careful, Aunt Petunia, promise." The Thing held her tight.

Invisible Woman turned back to the others. "Trust us, when Doctor Doom's your arch-nemesis, places like this are a necessity. It's got an indoor pool, a game room… Think of it like you're on

vacation."

"Can do," said MJ.

"Only downside's that your phones won't work in here. It'd be too easy for Oscorp to find you if they could trace your calls."

The trio barely heard her – They were too busy grinning like loons. All this time, Peter had been chained down, and now he was lighter than air. It was like someone had injected pure, liquid relief straight into his veins.

Suddenly, MJ gave Peter's arm an excited tug. "Oh, Tiger, look who's here!"

An elderly woman in a pale purple jacket had just hobbled her way to the entrance room.

"*Aunt May*." The next instant, Peter was hugging his aunt even tighter than Thing had hugged his.

"I'm alright, Peter, dear. I'm alright…" She hugged back with equal intensity.

"The X-Men are keeping your friends Liz and Sophia safe," Invisible Woman explained while Gwen and MJ joined in the Parker family hug-fest. "Eddie Brock and the Connors are with S.H.I.E.L.D. The friends and family who don't know your secret identity were trickier to deal with, but S.H.I.E.L.D. agents will at least be keeping on eye on the homes of Dr. Bromwell, Miss Watson's aunt, her parents… Anyone Oscorp might threaten to get to you."

"Mrs. Richards…" Peter changed the target of his hug. "Thank you. I- I really owe you. I mean it."

"Hey, I told you, didn't I?" Invisible Woman hugged back. "Our family's here for yours."

A little while later (once Petunia had gone off to a different region of the safe house to be with the FF's other friends and family), another "vacationer" hobbled out from a back room, supporting her weight on her boyfriend's shoulder. "Guys! Glad you made it." Reilly managed to walk towards them, though the bandages on her torso left her pretty stiff.

"Sorry the FF couldn't get there in time to help with the dino thing. It sounded awesome." Johnny nodded to the group. "I hear Damage Control's still cleaning up droppings."

"Sis!" Peter had to be careful not to hug her too hard. Wouldn't wanna undo all her progress.

"Hey, bro." Reilly managed to hug back. "I'm not on my deathbed anymore, so that's, y'know, a start, but I don't think I'd do much good in a fight yet. You'll have to be Spider-Man for both of us just a teeny bit longer, 'kay?"

Peter nodded. "'Kay."

"Wait." It was at this remark that Gwen stepped forward. "Peter? You're… You're going back out there, aren't you?"

"W-Well, yeah." Peter turned to discover every last member of the Spider-Family wearing the same expression.

There was Aunt May, who looked like she'd aged decades in the last few months. Gwen, whose black headband and new summer jacket made her look like a twenty-year-old hiding behind those girlish glasses. Mary Jane, who *always* looked like a twenty-year-old on account of her height. And Reilly, who didn't look the least bit like a clone anymore – She just looked like Reilly.

“I mean, Oscorp seems more than a little obsessed with me, right?” said Peter. “If I don’t show up next time the New Avengers assemble, they could start killing random innocents to get to me or…” He trailed off. They weren’t buying it. “Look.” He took a breath. “You know I can’t lounge around in a swimming pool or a game room when Oscorp’s out doing their thing, and I honestly don’t know if it’s because I think that’d be wrong or because it’s just not how I’m wired. Maybe both. But either way… I gotta go.”

The Spider-Family watched in silence as Peter removed his blue t-shirt, then his cream, long-sleeve undershirt, and then his tennis shoes, his black sweatpants, his socks… until the red and blue spandex was fully excavated.

“Come back to us, Peter.”

“Yes, ma’am.” First he hugged Aunt May.

“Hey, bro?” Then Reilly. “If you run into Harry again… try and pull a ‘Return of the Jedi,’ okay?”

“You got it.” Peter didn’t need her to clarify – They shared a brain, after all.

“Later, Tiger.” Next came Mary Jane’s turn.

Peter hesitated. His eyes flitted to Gwen, then to Invisible Woman. He ended up giving MJ more of a pat on the shoulder than a hug.

And now for the final family member.

“Gwen.” Peter moved in for a hug… then surprised her with a kiss. Gwen was disarmed at first, but in milliseconds, she’d collected herself and responded in kind. Her lips were chapped, her face was wet, and she was perfect. He’d have done this with her forever if he could. “I unironically love you.”

There was her pretty smile. “I unironically love you, too.”

…Okay, time for Peter to break away and slip his mask over his head. Otherwise, there was a very real possibility that he’d get lost in Gwen’s eyes and never come back.

“Ya ready to randy-voo with Reed, Web-Head?” asked Thing. “Figger out our plan of attack?”

Spider-Man nodded, and so the safe house’s various doors slid back open. Without further ado, the procession of Spider-Man and the Fantastic Three-Fourths marched back to the elevator.

The moment he was inside, Spider-Man turned so he could watch the reinforced door slam shut again. And then the one in front of it. Then the one in front of that one and the one in front of that one.

Baccalaureate Service

Sunday, August 14, 2016, 9:02 A.M.

A man sat alone on the therapy couch, his dark, square mustache hidden by the room's dimmed lights.

"I was wrong," he said, wrists on his knees, eyes on the carpet. "All this time, I was wrong about him." His voice was hollow. Lifeless. "I just wish I'd realized it sooner."

Wednesday, August 10, 2016, 6 26 P.M.

You'd think the fact that it could fly would make the Fantasticar easier to parallel park.

"No, more to the left." Spider-Man craned his neck, poking it as far out the window as it'd go. "Not that far left! You're gonna bump the other-" *Bump*.

"We'll, err, pay the owner for the damages." Mister Fantastic didn't have *quite* the same difficulty craning his neck. "This is an emergency."

The other three FF members and guest star Spidey rolled their eyes, and then the group hurried their way through the parking lot. Soon enough, they'd reached the Daily Bugle's front entrance.

"Y'know, we coulda just flown the car up high and climbed in through a window," Spider-Man said as the five boarded the elevator.

"Well, that doesn't seem very proper," said Mister Fantastic.

"But you just said this was an-"

"Hey, Stretch-o?" spoke up Thing, shooting Mister Fantastic a worried glance. "Not for nothin', but are you sure this elevator can handle me?"

"Didn't have any problems with Rhino," Spider-Man muttered.

"P-Pardon me," spoke up another, considerably more timid voice. All heads turned to the security guard standing watch by the elevator. "You can't go up to the Bugle without a pass."

"Oh, of course, my apologies." Mister Fantastic gave his warmest smile.

"You'll have to fill out some entry forms…"

"Right away." An arm stretched across the hall to grab the indicated pen and clipboard off the front desk.

Spider-Man passed the time by seeing how hard be could bury his palms in his face.

Wednesday, August 10, 2016, 6:41 P.M.

Spidey had to fight the urge to yell "FINALLY!" the moment the elevator doors slid open. He sprinted through the newsroom amid the stares of staffers, guiding the Four to Jameson's office.

"Picklepuss!" Spidey announced with enough gusto to knock the cigar from JJ's mouth. "I heard you love superheroes, so I brought you a whole- No, wait, that's right, you *hate* superheroes. Ohhhhh, you might wanna cover your eyes." He perched himself atop Jameson's desk, sending papers flying, then turned to usher his fellow supers into the room.

"Excuse me, Mr. Jameson?" said Mister Fantastic, moving to the front of the group. "If we could have a moment of your t-?"

"Get out of my office!" Jameson spat.

"Well, we tried." Stretchy-Butt spun towards the exit.

But Spidey webbed the door shut. "*Listen,* Jonah. The only reason we bothered coming here is because we've got news for you that you're actually going to like. Hear us out."

"You're not exactly giving me much choice, kid." Jameson knelt to retrieve his cigar.

That "kid" part made Spider-Man shudder. Of all the people who could've learned his secret identity… "You were right, JJ – 'broken clock' right, I mean. I *have* been a menace lately, me *and* my shiny new Avengers team. Know why?" He leaned in close enough to touch Jameson's twitching nose. "Because Oscorp's been blackmailing me into working for them."

Jameson relit his cigar in silence.

"It's true, Mr. Jameson," spoke up Invisible Woman. "We all vouch for Peter."

Spider-Man nodded. "They found out my secret identity, and they were threatening my aunt, my friends, my girlfriends-" He nearly bit his tongue clean off. "-girl-*friend*. My girlfriend. Singular." But now, of course, every last one of those people was safe, a fact which made Spider-Man feel like he'd spent a week in a spa.

"Point is," said Human Torch, "we were hoping to set up an exclusive, tell-all interview. Y'know, like the one I did about Namor and my s-" He was cut off by a shove from his sister.

"There's so much stuff the public needs to know about," Spider-Man continued. "Stuff I should've told them ages ago. For starters, Norman Osborn was the first Green G-" He was halfway through the sentence when his spider-sense started howling like a wounded animal. "*Uh oh.*"

Immediately, a mini-Spider-Slayer crawled out from beneath the desk and aimed its laser-turret squarely at Jameson.

"*Look out!*" But it barely had time to before Spider-Man squished it under his spandex-covered foot. "Phew, that was a close-"

Two more Spider-Slayers crawled out from the desk. Then three from behind the framed newspapers hanging on the wall, four from atop the ceiling fan… In seconds, the whole office was covered with the things like a swarm of scarabs.

Jameson's cigar returned to the floor. "Is this a joke? *More* robots-?" The moment he sprang to his feet, Invisible Woman wrapped him in a protective bubble.

"They followed me *here,* too?" Spider-Man didn't know if he wanted to scream or groan. "Okay, now this is just getting Orwellian."

"Followed you?" Jameson's spittle stuck to the edge of his bubble. "I should've known this was

your f-!"

"Yes, I'm the second coming of Satan. Now shush."

The five heroes knelt into battle poses, standing back-to-back around the desk. Seemed Invisible Woman was holding off on conjuring more forcefields, daring the robots to make the first move.

By now, there was barely an inch of space in the room not filled by bug-bots, though they at least kept a radius around the heroes. The things were even crawling all over Jameson's forcefield, leaving the guy white as a sheet.

"This just proves my point!" Spider-Man yelled. "These are exactly the kind of robots Smythe sicced on Midtown High last year, so if you had any doubts he's still a bad guy-"

"*You must have me confused with my son.*" A sudden voice made the whole office jolt. It was cold, sharp, and tinged with both robotic distortion and an accent that matched Alistair's. "*I assure you, my own models are considerably more sophisticated.*" At first Spider-Man thought it was coming from one of the robots, but he was wrong – It was coming from *all* of the robots. Their collective speakers were enough to make the walls shake. "*Tsk, tsk, Spider-Man. We've been nothing but generous to you, and still you insist on stirring up trouble. So when the night ends with blood on your hands, I want you to know that it could've been avoided.*"

"Then you admit you're working for Oscorp?" Spider-Man shot back.

"*Oh, it won't matter what I do or don't admit to,*" said the voice from the Spider-Slayers, "*as soon as my beautiful robots have slaughtered every last person in this building.*"

"Every last-? The Bugle staff!" Human Torch blasted the door open with a fireball, revealing a newsroom just as bug-infested as the office.

By now, the place had devolved into utter chaos. Mr. Robertson and Urich were huddled in a corner, Foswell was attempting to fight the bots off with a mop, Betty was swatting some away from a cowering Ned with her purse, and Benny the copy boy was running in circles and screaming his lungs out at the bug-bot latched to his scalp.

Thank god, before the first death-laser could be fired, Invisible Woman tossed up more forcefields (cleanly bisecting the bot on Benny's head). Every last one of them was safe – not that too terribly many people had been in danger to begin with. If there was one benefit to Ultron's invasion, it was that few were bothering to show up to work this week.

"Flame on!" Human Torch led the charge into the newsroom, smashing robots in his fiery wake. The other heroes were right behind him, with Thing stomping bug-bots to dust, Mister Fantastic weaving an intricate web of limbs to punch as many as possible, Invisible Woman exploding bots left and right by summoning forcefields directly right inside them (Remind Spidey to never tick *her* off), and the main attraction himself ricocheting around the room, taking out robots in a hurricane of fists and webs.

But they'd barely started to dent the swarm when an earthquake hit the office. All at once, windows exploded, and a fresh swarm of Spider-Slayers burst into the newsroom. These ones were fewer but bigger – the same size of the ones that'd attacked Peter's school.

"C'mon, guys, why's it have to be spiders?" Spider-Man backed away, holding out his hands. "I mean, there's so many other things to slay, right? Dragons, vampires, electric guitars, work with me here-" He ducked a flood of death-lasers. "*So* uncreative…"

"*You want creative, Spider-Man?*" came Spencer's voice from the swarm. "*Then you'll be*

delighted to meet one of my newest models – the FF-Slayer."

Through the shattered remains of windows climbed a Slayer twice as big as the others, and this one sported a black and sky blue paint job to match the Fantastic Four's color pallet.

"Aww, you made a death robot just for *us?*" said Torch as he sped around the ceiling, frying mini-Slayers left and right. "That's so thoughtful of you!"

"Yeah." Thing barreled towards the newcomer, shoulder-first. "And it got here right in time fer CLOBBERIN' TIME." He made a head-on collision with the FF-Slayer-

Dink.

-before bouncing right off. Thing hadn't left so much as a dent.

"*I've been more thoughtful than you realize,*" said Spencer. "*The FF-Slayer comes equipped with a clobber-proof hull, a vacuum-sealed suction prison-*"

On his words, the FF-Slayer lunged for Mister Fantastic, which wasn't hard seeing as the guy had stretched himself across half the room. A cone-shaped gun thingy emerged from between the pincers of its mechanical spider face-

"Whoa Nelly!"

-and proceeded to suck up Mister Fantastic like Noo Noo sucking up Tubby Custard.

"*-an asbestos gun-*"

Another gun unfurled from the robot's face to spray Human Torch with a gray substance. It hit with enough force to knock him from the air, leaving him extinguished in a gooey pile on the floor. "Great, now I can't shoot fire *and* I'm gonna get cancer."

"*-and, of course, invisibility-seeing sensors.*"

In a quick, sudden motion, the FF-Slayer swung one of its eight limbs straight into a patch of empty air. The empty air let out a feminine cry and collapsed to the floor, causing every last forcefield in the newsroom to wink out.

"*No!*" The next instant, Spider-Man was vaulting over desks and kicking over printing presses in his scramble to smash every last mini-Slayer in sight. They'd be firing their death-lasers any second now.

A good chunk of the staff was paralyzed with terror, but there was one person who managed to sprint for the elevator. One surly, Hitler-stache wearing person. But in his blind panic, Jameson failed to spot the Slayer perched right above the doors.

But Spider-Man didn't. "Jameson, look out!" He dived for all he was worth. If Spidey could knock Jameson out of the way of the impending laser beam, he could save the both of them from getting fried.

But that was an "if." What *actually* ended up happening was that *both* of them took a direct hit. Pain rocked his body, and Spider-Man heard a scream – maybe his own, maybe someone else's – and then he went limp, and his eyelids started to shut, and the carpet felt so very nice against his cheek, and…

Wednesday, August 10, 2016, 7:16 P.M.

"*Nnngh…*" Gradually, Spider-Man's eyes opened. The first thing his brain pieced together was that he was definitely no longer in the Daily Bugle's newsroom, unless the Bugle had some manner of secret sex dungeon that Spidey had been thus far unaware of.

The second thing Spider-Man's brain pieced together was that there was something heavy stuck to his right arm.

"Whuh?" Spider-Man sprang to his feet, darting his head around. An overhead lamp provided just enough light to make out his surroundings, not that there was much to make out. This place was totally cramped and empty. And for the record, the cold, sterile floor his cheek had just been pressed against? Not half as comfy as that carpet.

Waitaminnut. Gray, barren walls? Loose wires running across the low ceiling in a tangled mess? This was just like those labs where Spider-Man had fought the Ultimate Spider-Slayer and Scarlet Spider respectively. Spidey knew where he was now!

"Ugh…" groaned a voice from behind him. "What the…?" There came a sudden tug on Spider-Man's right arm. "You! What have you done to me this time, you wall-crawling menace? If you don't answer me in the next four seconds-!"

Hell. Spider-Man was in hell.

With growing horror, he turned in place to confirm his suspicions. Yep, there Jameson stood beside him, his suit all wrinkled from his nap, and connecting his left arm to Spidey's right was a device that looked like a cross between a pair of handcuffs and an alarm clock. The part trapping Spidey's and JJ's wrists was stuck tight to the rectangular part with the clock face, meaning that the slightest tug from Spider-Man sent Jameson stumbling towards him, and the slightest tug from Jameson did absolutely nothing.

"-hearing from my attorney if you don't tell me the meaning of this *right this instant!*"

"The meaning of this?" Spider-Man took a breath, put his back to Jameson (which required him to twist his arm a bit), bowed his head, and said in his most somber voice, "The truth is… I like you, Jameson. In fact, I like you so much that I've attached you to my own body so that you will always be a part of WE'VE BEEN KIDNAPPED, DINGUS."

"DON'T YOU YELL AT ME!" Jameson made a couple attempts to jerk his wrist free of its restraint, but all he managed to do was make Peter's eyes roll.

"Here, let me spider-strength this thing. Pop it right open." Spidey wrapped his fingers around their silver handcuff contraption.

But just as he was starting to squeeze, a voice said, "I wouldn't do that if I was you. Unless you *want* to set off the bomb."

A previously-unnoticed TV screen flickered to life on the wall overhead, snapping the prisoners' attention to it. Onscreen was the familiarly smug face of Alistair Smythe, and looming over his wheelchair was an older, grizzled yet no less smug face of a guy Spidey could only presume was Smythe Senior. From the looks of things, the two of them were recording from some separate region of this very secret lab.

"Oh, what a surprise!" Spider-Man pointed an accusing finger at the screen (though it had to come from his left hand). "You're in league with your dad after all."

“Yes, the New Avengers are a bunch of lying criminals,” said Alistair, “I’m sure you’ll feel very clever in the scant few moments before you explode. Which-” He rolled back the sleeve of his dress shirt to check his watch. “-seeing as we’re coming up on seven-twenty, should be happening in…”

Wednesday, August 10, 2016, 7:20 P.M.

“…precisely half an hour from now.”

“A time bomb?” Behind his mask, Peter raised an eyebrow. “Wait wait wait, if your robots knocked me and the Jolly One out and dragged us all the way down here, then why didn’t you, y’know, kill us while we were napping?”

Alistair gave this a moment’s thought. “Well, that wouldn’t have been nearly as funny.”

“Point taken.”

“Really, now, you get to spend the last moments of your life with the guy who hates you more than all your rogues gallery combined? Oh, it’s delicious!” Alistair let out a manic cackle before directing his dad to turn his wheelchair around. “Wish me and Daddy could stay and watch the fun, but we’ve got business to attend to. As soon as I’m back, though, I’m watching the recording on repeat until I piss myself laughing.”

The screen cut to black.

“Well,” said Spider-Man, “this royally-”

“Oh, and one more thing.” But then it snapped back on to an extreme closeup of Alistair’s grinning, punchable mug. “You could probably break down the steel exit door with your super-strength and try to escape this facility, but fair warning, there are a couple dozen more Spider-Slayers waiting outside for you. Have fun trying to fight them all with a pudgy, middle-aged man strapped to your arm.”

And then it was back to black.

“-stinks.”

Wednesday, August 10, 2016, 7:25 P.M.

You know the most fun part about being strapped to a time bomb with your arch nemesis? Since they were inching ever-closer to danger, the Web-Head’s spider-sense was set to constant tingle mode, helpfully reminding him of his impending death, and it only got worse with every passing second. It was giving him almost as bad a headache as Jameson’s mouth, which was stuck in a similarly constant state.

“*…when my lawyer’s done with you, you won’t be able to afford a costume as good as the amazing Bag-Man’s, who, by the way, was a far better superhero than you’ll ever b-*”

Spider-Man craned his neck to check the bomb’s countdown timer. Oh, perfect, he’d already wasted the first sixth of the rest of his life just trying to gather his thoughts.

“-and now, thanks to you, the Daily Bugle’s been dragged into this madness!” Jameson finally ended his raving so he could catch his breath.

“I didn’t mean to put you guys in danger,” said Spider-Man. “Trust me, my first instinct was to bust into Avengers Tower and kick Harry’s teeth in, but I’ve learned my lesson about going after the crooks with good publicity.” And Tombstone had been the teacher. “How was I supposed to know the Smythes had that many Slayers on hand?” He faltered. “I just hope the Fantastic Four are doing okay without me…”

“Well, I guess we’ll never know,” Jameson said stiffly, “unless you can dream up some ridiculous escape plan in the next two thousand seven hundred seco-”

“Okay, I’ve always been too scared to ask – What is *with* the ‘seconds’ thing you do?”

Jameson’s face went blank. “What ‘seconds’ thing?”

“Never mind.” Spider-Man sighed. “I’ve got a blue spider-tracer in my belt that could tell my girlfriend where I am… except we didn’t have time to bring our GPS into the safe house. And there’s nothing in this room but us…” It was pretty cramped in here, too. The place was barely bigger than a broom closet. “…which means our only choice is to fight our way through the robots outside.”

Spider-Man stepped towards the steel exit door-

“*No!*”

-only to find his right arm yanked downwards.

“What? Jameson-”

“I’m not going out there.” Jameson had plopped himself on the floor, legs folded. If you’d shaved his mustache, he’d have passed for a toddler. “I’m done with robots!”

“I feel like I should be surprised at you, but…” Spider-Man held back his groan, took a breath, and then hoisted Jameson up over his shoulder, butt-first.

“*Put me down, you menace! I’m not going out there. I’m not!*” And now Jameson was hitting and kicking him every chance he got.

“Jameson, I swear to Christ, if I hear one more word from you, I’m ripping both our hands off, webbing the wounds shut, and then having Mister Fantastic regrow them later. And I will pummel the Spider-Slayers into a pulp *using your disembodied hand. Is that what you want, Jameson? Do you want the hand-bludgeon? DO YOU?*”

All of a sudden, Jameson was still and silent. Weird. At least, he was until his face got all scrunched up and leaky. The sight was kind of unsettling, to be honest. It looked less like he was crying and more like he was sponge being squeezed dry.

But nevertheless, it got Peter’s own face to soften. “I-I’m sorry, Mr. Jameson. I didn’t mean to snap at you.”

“I’m j-just so… tired of this.” It was surreal. Peter had never seen Jameson hug his knees before. Or wipe snot off his mustache. “You know, I remember what it was like before. Back when superheroes and supervillains were in the history books next to biplanes and jukeboxes where they belonged. Before my place of work became a playground for spider-freaks and rhinocerous-freaks and killer robots.” He turned away, hiding his bright red face. “It’s super-people. It’s always the super-people.”

Spider-Man knelt down, allowing the two’s cuffed hands to lower. Then he shut his eyes,

bringing before them images of the Sinister Six on the news… and the damp armrest in the old Parker household living room.

Sometimes, Peter worried this wacky world of theirs was driving all its denizens crazy. Heck, just look at Peter himself. Now he was diving head-first into some weird three-pronged relationship because he'd been scared robots were gonna exterminate humanity overnight. But then it'd turned out robots *hadn't* exterminated humanity overnight, and now Peter had to live with his choice. Now he had to live in fear that his relationship with MJ was gonna end up like his relationship with Betty, wherein so much as one look at her gorgeous face left Peter awash in utter, utter shame.

Was Peter really doing this with Mary Jane because he wanted her to be happy, or was it just because she was so incredibly freaking mind-numbingly oh-my-god-you-would-not-believe-how-hot-she-is-if-I-told-you pants-shatteringly hot? And if the answer was *both,* did that make Peter shallow? Oh lord, it *did*. He was a shallow person. He was a shallow person, and now he was going to die in a shallow grave or- or something else equally ironic.

Peter needed to confess. Sure, Jameson was no priest, but given the circumstances, this was Peter's best shot at salvation, right? And, sure, if Christianity was true like Aunt May had always maintained, then Peter was almost certainly going to hell no matter what because Peter had rarely gone to church or because he hadn't saved himself for marriage or because he thought maybe Thor *wasn't* crazy and the guy really *was* a Norse god or because he thought Jesus might've just been a mutant or something or because- Okay, that settled it. Peter was doing it. He was confessing his freaky, unholy three-way relationship to Jameson.

"*It's always the super-people! I swear, they're doing almost as much damage to this country as THOSE GODDAMN LIBERALS.*"

…Never mind, Peter was taking it to his grave.

Wednesday, August 10, 2016, 7:29 P.M.

Deep breaths, Parker, deep breaths. Spider-Man was letting the pressure get to him. He had no choice but to fight off the Spider-Slayers camped outside, and for him to stand any chance, he needed Jameson's cooperation. He needed to find some way to calm Jameson down… which Spidey was pretty sure had been one of Hercules's twelve labors.

Actually, though, Jameson ended up running out of steam on his own. The screaming and crying came to a halt, and now he merely sat back-to-back with Spider-Man on the cold floor, cradling his head and whimpering. "*Joan… I'm so sorry, Joan…*"

Spider-Man glanced back at him. "Is that your wife?" he asked softly.

Jameson gave a slow nod. "You said you had a girlfriend, kid?"

"Y-Yeah."

"If we come out of this alive, you're going to go tell her how much you love her, and don't you *dare* let any pubescent love drama stop you." He snorted. "You've got the best years of your life ahead of you, and whatever's holding you back, whatever your teenage brain thinks is so big and important, it's *not.* You tell her you love her."

Peter managed a laugh. "Yes, sir." He thought a moment, then reached into his utility belt. The ring was still in there, safely tucked away. With everything going on lately, Peter had forgotten to

take it back out.

Wednesday, August 10, 2016, 7:32 P.M.

So now the two of them were just sitting there, Jameson wiping his mustache and Peter turning over the ring in his fingers. How much time was left? Peter glanced back at the bomb's timer. That little, huh?

"Mr. Jameson?" In his peripheral vision, he saw Jameson's head turn his way. "The other day at the hospital… you were right. I did the wrong thing. I'm a smart guy – I could've found some way to support my aunt without breaking the law or- or risking your paper's rep. I could've honored my Uncle Ben without putting everyone I care about in danger. It's just…" Oh, great, now the inside of his mask was all wet. "…the spider-powers didn't come with an instruction manual, y'know? I keep having to make choices, and they're all piling up on my shoulders, and- and you were right. You were right, and Eddie was right. I've been…" His voice broke. "… irresponsible."

For a moment, there was no sound in the chamber but a soft, shaky echo.

"You know something, kid?" Jameson kept his shoulders stiff, facing away. "All this time, I've been a hypocrite. I gave you so much grief, saying you were only a hero for attention, and then the moment my own kid got powers, all I could think of was how famous it'd make him." He paused, then added, "And, well, if Colonel Jupiter's career had ever managed to take off… if he'd ever made any enemies, he could've put Joan and me in danger, couldn't he? So maybe wearing a mask isn't the dumbest idea in the world."

More shaky echoes.

"Peter?" Slowly, Jameson rose to his feet, dragging Peter's arm with him. He checked the timer. "We've got fifteen minutes left." Jameson's smile was as shaky as the echoes. "Want to go fight some robots?"

Wednesday, August 10, 2016, 7:41 P.M.

Spider-Slayer remains and a fractured door frame both became shrapnel, bursting through the air and onto the pavement in front of a decrepit, abandoned fish market.

"W-We did it." The moment he was out of the building and standing beneath the beautiful, beautiful sunset, Spider-Man collapsed to the pavement so he could pant his lungs out. And beside him, his time bomb buddy did likewise. "We actually did it."

Let's do a tally of Spider-Man's battle damage thus far – There were the scorch marks from countless Ultron drones, some nasty black places where Living Brain had zapped him, his leg, which was still acting up every so often thanks to Big Wheel's bullets, a couple stray dinosaur bites, and now a fresh dose of injuries from the Spider-Slayers. Whoo hoo. Superhero life.

"Not sure how much good it did, though," said Jameson, dusting soot off his dress shirt. His own wardrobe hadn't been left totally unscorched, either.

Spider-Man pulled himself to his feet so he could inspect the building behind them. Somehow, he didn't think old tuna cans and stinky, rotting fish carcasses would be of much help. This place was full of nothing but useless junk that no one ever came near – which was almost certainly why Oscorp had built a secret lab under it. Between this one, the one under the abandoned police

station, and the one under the out-of-service car body shop, Oscorp must've had hidden labs all over the city.

Actually, speaking of the city, Spider-Man turned to the nearby, traffic-filled street. "This is Second Avenue. We're not far from the Bugle!" The next instant, he'd scooped Jameson up butt-first again. "The Fantastic Four might still be there. If we gun it, we could get Invisible Woman to trap the bomb in a forcefield or- or have Mister Fantastic science it away. Come on!"

Thwip. Without further ado, Spidey bounded into the air, and the odd couple soared through the sky on web-line.

Wednesday, August 10, 2016, 7:46 P.M.

Come on, come on… Spider-Man was swinging as fast as his arms could go, but it was no good. He was too tuckered out from fighting all those robots. He'd never make it to the Bugle.

But he could at least make it to the strands of black web-lines left behind on the buildings.

"What? Venom's here?" Oh, well, wasn't that just the cherry on top of the sundae that was Peter's life?

Spider-Man didn't have time for this. He ignored the black web-trail and kept on swinging… but the *web-trail* didn't ignore *him*.

"Yo! Spider-Man!" Now Venom was swinging parallel to him. Seemed the symbiote had picked a new look – Venom was topheavy as ever, but his slimy skin had morphed into a more militaristic body armor, the shape of his gooey white eyes had become mere white outlines, and he lacked his trademark toothy maw and slobbery tongue combo. "Why's an old dude strapped to your arm?"

"It's a time bomb!" Spidey would have to skip the customary witty remark. "We need it off us! It'll blow any minute now!"

"*Whoa boy.* I think I can help." With a powerful swing, Venom propelled himself to a nearby rooftop, landing with a *thud,* and then gestured for Spider-Man to join him. "Some slime might do the trick."

"I don't have time for 'might!'" Spider-Man snapped. "If I could get to Invisible Woman, she can-"

Wednesday, August 10, 2016, 7:49 P.M.

"On second thought, slime us up!" After a frankly terrified glance at the countdown timer, Spider-Man dropped himself and Jameson off next to Venom, then yanked their cuffed hands towards the guy's goopy black face.

His spider-sense was fixing to crack the Web-Head's webbed head wide open. He bit his tongue, then shuddered at the feeling of cold black slime seeping over his wrist – and presumably, Jameson was doing likewise. These cuffs might have been way too tight for Spider-Man's fingers to squeeze under, but the symbiote was a different story. As soon as it was in position, the slime expanded outwards, stretching the restraints just enough for Spidey and JJ to yank their hands free.

Then Venom spun a web-slingshot between two smokestacks and launched the time bomb into

the stratosphere. Tragically, a handful of pigeons had to be sacrificed in the name of an epic explosion. Yikes, Spidey hoped that'd been no one Sophia knew.

Once he and Jameson got done catching their breaths and rubbing their wrists, Spider-Man turned towards their savior. "I- I never thought I'd say this, but thanks, Venom. I owe you one. I mean, I'm not happy you ensnared another person, but… maybe you really have turned over a new leaf."

Venom's mouthless face seemed almost joyful, somehow. "Hey, c'mon, you know I'd never let my idol go boom."

Wait. That voice. "Fl-?"

"Shh, secret ID, man!"

"Sorry, sorry." Spidey glanced back to Jameson, though the man didn't seem too terribly interested in the super-people's conversation. "But how did you-? I thought S.H.I.E.L.D. had the symbiote."

At this, Venom chuckled. "They do." He pressed a finger to his slimy black gauntlet, and a moment later, a helicopter rose out from behind him. Whoa, that timing had been *dramatic*.

As it turned out, the copter belonged to Venom's new employers, and he'd summoned it here to get Jameson a safe distance from the Spider-Slayer battle, which had only gotten bigger in Spider-Man's absence. "Agent Venom" promised to have some of his fellow S.H.I.E.L.D. agents check out the secret lab under the fish market and see what they could find, but he himself would be joining Spidey for a good old fashioned superhero brawl against killer robots… which would be Spidey's second one this month.

Before boarding, Jameson took one last look back at Spider-Man. The two shared a nod, and then Spidey and Venom watched the helicopter vanish up into the sky. Luckily, there'd been a doctor aboard – Jameson's heart could probably use a checkup after today.

Spider-Man turned back to his big black counterpart. "I gotta say, I'm impressed. I guess so long as S.H.I.E.L.D.'s keeping the ooze in line, I'm happy to team up with you."

"Yeah, don't worry, if the symbiote tries anything, it'll get pumped full of tranqs from the inside out." Venom fired a fresh web towards the skyline. "Now we'd better get back to the battle. Those bug-bots are still giving the Fantastic Four trouble – which is why they had to ask S.H.I.E.L.D. to go look for you."

"Don't worry, I'm sure between the six of us, those robots are nothing we can't-"

Spider-Man had a little trouble finishing that sentence on account of the Godzilla-sized Spider-Slayer that'd just marched down the street in the distance, towering over buildings and shooting proportionally-sized death-lasers every which way.

"-handle."

After that, the spider-duo wasted no time swinging back towards the Daily Bugle. Spider-Man's throat was starting to constrict from the stress, but Venom didn't seem to share his concern. At least if his screams of delight were anything to go by.

"Whoo hoo! Superhero life!"

Wednesday, August 10, 2016, 8:14 P.M.

Things might have escalated just a teeny bit since Spider-Man and Jameson got dragged away from the battle. For one thing, the fighting had spilled out of the Bugle office and into the streets outside, meaning Spider-Slayers of wildly varying sizes were now scurrying about and shooting lasers into traffic. For another thing, the number of FF-Slayers involved had quadrupled – one for each team member – so now Human Torch was weaving through the air dodging streams of asbestos, Thing was trying his hardest to clobber an FF-Slayer's clobber-proof hull, Invisible Woman was discovering that the FF-Slayers could pass through her forcefields with ease, and Mister Fantastic was huddled over on a secluded street corner, tinkering with some stray bits of machinery.

"Say my name and I magically appear!" Spider-Man made his grand entrance by swooping in on a web-strand, grabbing Invisible Woman, and swooping off moments before the death lasers hit. "Hopefully someone said my name a second ago. It's always a shot in the dark with that quip."

"Spider-Man! You're okay!" Invisible Woman beamed at him, then nodded to the buff black guy swinging behind them. "Good to see S.H.I.E.L.D. found you."

"Yeah, I'm fine. Jameson, too." Spider-Man landed near a cluster of perfectly ordinary Spider-Slayers. Invis Wo would have no problems fighting these ones (Did "Invis Wo" sound good? Six syllables was a mouthful, but her name was tough to shorten). "What about the rest of the Bugle staff?"

"S.H.I.E.L.D. got them to safety," said IW (DANG IT, that was a syllable longer). "While he was inside that FF-slayer, my husband used its innards to make an EMP and take out all the robots in the buildings, but then Smythe called reinforcements, so now Reed's trying to do it again but bigger."

"But if the Bugle staff's all safe, why's Spency still bothering with the robot attack? Tempter tantrum? Sunk cost fallacy?" Maybe Spencer figured the Daily Bugle couldn't print a defamatory story about Oscorp and the New Avengers if there wasn't a Daily Bugle *left*.

But Spidey didn't have long to ponder this once he, Venom, and I-Dubs were forced to duck one of the Godzilla-Slayer's laser beams. Now the building behind them had a bit more in common with Swiss cheese than it had a second ago. Spidey hurriedly webbed up the structure with some help from Venom, but it took an entire web-cartridge, and that'd been from just *one* stray blast.

Now that the Godzilla-Slayer had his attention, though, Spider-Man couldn't help but notice the tiny little figure standing in front of a transparent, window-like patch of the robot's mechanical spider head. It was only thanks to his perfect, spider-bite-induced twenty-twenty vision that Spidey could tell it was Spencer Smythe. Spider-Man guessed, for whatever reason, the big one had to be piloted manually. Maybe it was just too huge and dangerous to be trusted to an AI. But since Spider-Man tragically lacked his own mecha, his efforts to stop the Godzilla-Slayer were limited to getting fleeing civilians out of its path.

"So where'd the giant mechanical spider come from?" Spider-Man asked his new web-swinging buddy as they dropped some armfuls of civilians to safety a couple blocks over. "Is my life produced by Jon Peters now?"

"It crawled out of the East River a while ago," Venom said as he smashed a couple smaller Slayers. "That's where most of 'em have been coming from."

"Well, that explains the smell." Oscorp had planned this. All those months Spidey and Scarlet had left them alone, they must've been mass-producing robots and then letting them lie in wait in the

rivers until the time was right. Spider-Man should've taken action ages ago, and now…

But the next instant, something was able to momentarily distract Spider-Man from his perpetual crushing guilt – the something in question being the sight of some humanoid figures flying out from Avengers Tower in the distance.

"Have at thee, steel creature!" Thor was the first to strike, hacking one of the Godzilla-Slayer's legs clean off with a single swing of his battle ax. Next came Yellowjacket, who grew to match the Slayer's size so he could sucker punch it. And while the heavy-hitters wailed on that big boy, the trio of Iron Patriot, Red Wasp, and the Ultimate Spider-Slayer hit up its joints with their plasma blasts.

In no time at all, the mecha had collapsed like a tipped cow, and it didn't even knock over any buildings – It only grazed the sides of a couple.

After that, Mister Fantastic finished remotely shutting down all the smaller Slayers via the power of science, and so, now that the civilians were safe, the Fantastic Four, Spider-Man, and Venom rushed to where the Godzilla-Slayer had fallen. The New Avengers had already gathered there around the robot head. Inside it, Spencer seemed to have toppled over in the cockpit and was now scowling through the window at his son.

"Nothing personal, dad." The Ultimate Spider-Slayer waved at him.

"Oh, no need to thank us," Iron Patriot said to the approaching heroes.

"Don't worry, we won't," Spider-Man said flatly. "Newsflash, the Bugle staff's all safe with S.H.I.E.L.D. now. Even if your bots smashed their printing presses, print wasn't exactly alive and well to begin with. The Bugle will just post my exclusive interview online, and even if you stop that somehow, I'll just take it to a different paper. What are you gonna do, shut down every newspaper ever and- and the whole internet?" Spidey barged up to his "teammates," throwing out his arms. "My friends and family are safe now. You've got *nothing* to blackmail me with. You could start taking random civilians hostage, but I think today's little stunt's proved you're putting the city in danger anyhow." He jabbed a finger right in Iron Patriot's helmeted face. "I will do *everything* in my power to stop you, and any blood that gets shed is on *your* hands. What else can you do? Kill me? Smarter supervillains than you dingbats have tried. Expose my secret ID? *Go ahead.* My friends and family are safe, so I don't even need it anymore. I win. You've got nothing. Nothing!"

A moment passed.

"Well, we could just sue you and the Daily Bugle for slander," said Iron Patriot.

"Sue us-? THEN WHY DID YOU SIC KILLER ROBOTS ON ME IN THE FIRST PLACE?"

"Ooh, the slander's begun already," spoke up Smythe Junior. "*My father* sicced killer robots on you. Remember, the wanted supervillain? He's quite the madman. Who knows why he does anything-?"

"*GAAAAAARGH!*" Spider-Man's retort was ten times louder and a billion times less incoherent than his previous ones. Really, though, he knew why Oscorp had sicced killer robots on him – to prove that they *could*. To prove that they could make Spider-Man's life a living hell and get away with it. And giving the New Avengers yet another notch in their belts had been an added bonus.

Spider-Man turned back to Venom, sulking. "I don't suppose you can deus ex machina me out of *this* jam, too?"

“Sorry, don’t think so-” Suddenly, Venom pointed above them. “-but my boss probably can.”

“What-?” Spider-Man had been too busy screaming to notice it, but the setting sun had been blocked out. There were army guys descending from the sky. They looked like a buncha G.I. Joes in suped-up battle armor, each one wearing their own rocket boot thrusters and carrying big old sci-fi guns that each looked like they could blow up a planet.

And at the helm of them all was a grizzled old dude sporting an eyepatch beneath his helmet. “Hi.” He landed before the New Avengers with an audible thud. “Nick Fury, nice to meet you, you’re under arrest.”

“Oh?” Iron Patriot cocked his head. “On what charges?”

“Well, for starters-” Another person descended from the sky right behind all the S.H.I.E.L.D. agents, and judging from the flowing blonde hair and skintight red leotard, she could only be Miss Marvel (a government-employed hero who possessed the standard superpower package of flight and invulnerability). “-we found your buddy Alistair’s confession tape in his secret lab.”

She landed beside Fury, then held out a gloved hand. Out of her palm erupted one of those fancy hologram videos, and it showed a familiar shot of Spider-Man and Jameson standing together in a gray, barren room while the Smythes taunted them from a video screen on the wall.

“*Oh, what a surprise!*” came Spider-Man’s voice from the hologram. “*You’re in league with your dad after all.*”

“*Yes,*” came Alistair’s voice, “*the New Avengers are a bunch of lying criminals. I’m sure you’ll feel very clever in the scant few moments before you explode.*” The hologram winked out.

The real Alistair, meanwhile, looked quite stunned. Well, alright, his face was hidden under his armor’s helmet, but his *posture* looked stunned.

“Hey, you were right!” said Spider-Man. “I *do* feel clever.”

“*Idiot!*” Iron Patriot’s steel-covered hand smacked itself across the Ultimate Spider-Slayer’s steel-covered face. “So not only did you not kill Spider-Man when you had the chance, but you incriminated yourself, too?”

“If it makes you feel any better, we were looking for excuses to arrest you, anyways,” said Fury, “just because I *really* don’t like you guys.”

Alistair was left stumbling backwards, holding out his hands in a soothing gesture. “Calm down, little Osborn. Pretending to be good guys was getting boring, anyways.”

“This was supposed to be my *whole future!*” Harry snapped.

“Don’t get your panties in a twist. You can still be king of the city. It’s just that now we get to do things the fun way.”

“The fun way?” spoke up Fury. “Is that the way that involves you clowns getting your asses kicked?” He nodded to the laser cannon in his hands. “This unit was designed to take down the Hulk. I think we can handle you.”

“Maybe,” said Alistair, “put do you think you can handle us plus all the robots we totally pretended to defeat?”

No sooner had he spoken the words than Spider-Man’s spider-sense blared like mad. Behind all

the heroes and villains, the Godzilla-Slayer's severed arm snapped back to its body, its eyes burned bright red, and it pulled itself to its feet. And to top things off, little hatches opened up in its sides to deploy a fresh swarm of horse-sized Spider-Slayers, including plenty more FF-Slayers. The result was that the situation in the streets went from one where the supervillains were held as gunpoint into more of a storm of utter chaos in which laser beams hurled through the air in a downright psychedelic lightshow.

"Also, our new friend Yellowjacket can have all those Jack O'Lanterns remotely un-shrunken so they can go back to bombing the city – like we didn't all see that coming. And- What am I forgetting? Oh yes, he can shrink us to safety."

Before the S.H.I.E.L.D. agents could land a single hit, the New Avengers straight-up popped out of existence. Spider-Man pounced at the empty air they'd once occupied in an effort to squish them, but he could only assume they'd gone smaller than gnats and slipped into a crack in the sidewalk. Then his sense tingled again and he dived out of the way before Fury's goons reduced the every chunk of pavement in a ten-foot radius to rubble. If God had actually liked Spider-Man, the New Avengers might've been incinerated, but at this point, Spidey knew things were never that easy.

Now, if you were anything like Spider-Man himself, you were probably totally lost right now at the sheer insanity of the situation at hand. Here's a quick refresher:

The Godzilla-Slayer piloted by Spencer Smythe was back to rampaging around the streets outside the Daily Bulge building, and it was accompanied by a sleet of smaller Spider-Slayers that'd turned all of Midtown into their playground. And off in the distance, a fleet of Jack O'Lanterns was now erupting from Avengers Tower like a swarm of winged monkeys, complete with the costumes and gliders the New Avengers were supposed to have confiscated.

Opposing all this madness was Spider-Man, the Fantastic Four, Agent Venom, Miss Marvel, and Nick Fury, and a couple dozen other S.H.I.E.L.D. agents decked out in futuristic battle armor. Most of the pedestrians had had the common sense to run for it by now, meaning the heroes could focus on wailing on as many robots and fast-approaching Jack O'Lanterns as possible.

Only problem was, the pumpkin-heads and robots saw no reason to keep the fighting contained to Midtown. If anything, they were spreading out in as wide a radius as possible – the Jack O'Lanterns taking the air and the Spider-Slayers taking the ground.

Actually, no, that *wasn't* the only problem. See, right as Spider-Man as in the middle of flipping around from Slayer to Slayer, punching and webbing for all he was worth, he spotted one of the S.H.I.E.L.D. agents flying to Fury's side.

"We have a situation, sir!"

"Really?" Fury said through gritted teeth as he fired a burst of plasma at a group of robots. "I hadn't noticed."

"Objects inbound above the Atlantic, sir." The agent projected another hologram video- "And they're evading everything we throw at them." -of a familiar pair of goblins speeding over the ocean, accompanied by even more Jack O'Lanterns, and every last one of them was on a matching, gargoyle-themed glider.

But those weren't *all* that was accompanying the goblins. The Green and Lady Goblins were circling around what appeared to be a big, orange, rocket-powered blimp. The sight of a blimp moving at those speeds would've been almost comical, but somehow, comedy wasn't the feeling inspired in Spider-Man when he got a head-on view of the thing. The front of the blimp had been

painted with a scraggly black face… like a gigantic pumpkin bomb.

And if that didn't make things unambiguous enough, the Green Goblin proceeded to wave into the camera and recite for them:

"*Yes, it turns out my team,*

Was not all that they seemed.

They were really bad guys.

(Is that such a surprise?)

But it makes little difference,

I insist with vociferance.

You'll soon see what I mean,

Once this city's gone green! Bwa ha ha ha ha ha ha-!"

Encaenia

Sunday, August 14, 2016, 12:27 P.M.

A woman sat alone on the therapy couch, her circular, oversized glasses hidden by the room's dimmed lights.

"I hated what he did to me. Of course I did. And there were so many times I could've exposed Warren, could've escaped, but…" There came a sniffle. "…I- I let him mold me. I shut myself off from my friends, my family… everyone but him." Then came a more intense sound. "And I can tell myself 'Everything's going to be okay, Deb' and 'You're stronger than you think you are' and all the other nice-sounding sayings, but – *oh god* – he's inside my head, and I don't think he's ever coming back out."

Wednesday, August 10, 2016, 8:14 P.M.

Not a single breath passed through the safe house entrance room until the news feed finally, mercifully showed aerial footage of Spider-Man returning to the battle. Then a whole flood of breaths hit the television. Four women were huddled together on the couch – Gwen, MJ, Reilly, and May – but a moment later, that number became three, and the moment after that, it became two.

Mary Jane had followed Gwen into the next room. This region of the safe house looked like a guest bedroom ripped straight from a hotel. It was easy to forget they were in an underground bunker until MJ noticed there were no windows anywhere.

She found Gwen flopped over on a particularly elegant bedspread. Gwen's black headband had been moved to her hands so she could flick it every couple seconds, sending it wobbling.

Before Mary Jane could even open her mouth, Gwen said without inflection, "I'm okay. It's just hard to watch him sometimes. I'll be back out there in a minute."

No words came to mind, and so instead, MJ opted to simply sit down beside Gwen and hold her. Gwen held back (It'd been decided that, in the absence of either Peter or Gwen, merely holding Mary Jane was an acceptable action for the remaining party).

"You know, if my dad had learned about any of this, he'd have never let me see the sun again." Now Gwen's dull voice was tinged with sullenness. "I mean, he'd have freaked out at me even getting an apartment with my boyfriend at seventeen, let alone… everything that came after that."

"Hey, at least the wound would've been fresh." MJ gave about one-sixteenth of a goofy smile. "I don't think I'm even capable of surprising *my* dad anymore."

Gwen's wasn't even *that* big a fraction. "Did you see Eddie's face at the lab the other day? Stupid symbiote told him everything…"

At this, MJ inhaled. "Look, I get that you and Tiger have always been close with Eddie, and I get how bad you wanna fix things with him. You know I'm not gonna screw that up again, but… to be honest, he's still kind of a jerk. I wouldn't lose sleep over what he thinks."

"I know, I know, but it just gets under my skin." Gwen flopped back down on the mattress, hiding her face. "It's like he thinks I'm made of tissue paper. Or like there's no way a gorgeous model

could fall for *me,* too, so I'm obviously just doing this for *Peter's* benef-" It was at this point that she halted herself. Gwen was hiding her face pretty well, but MJ could still feel the heat radiating off it. "A-At least, that's what I'm *worried* Eddie's thinking. Obviously, I don't really know what's going through… though his head." She went back to flicking her headband.

Right as MJ was about to speak, though, Gwen beat her to it again. "Why *did* you fall in love with me?"

Now Mary Jane was giving a mere one-thirty-sixth. "I don't know. Maybe I just like being needed." She leaned over the bed to give the headband a flick of her own.

It was enough to get a full-fledged smile from Gwen. No fractions. In a soft, steady voice, she said, "I'm ready to go back out."

They walked there together.

Wednesday, August 10, 2016, 8:57 P.M.

The Godzilla-Slayer would've been grounds for an epic battle all on its own – The added Spider-Slayers and Jack O'Lanterns were just overkill. At least the Godzilla-Slayer moved slow, so it was more or less confined to one place. The stupid mooks, on the other hand, were running amok all over Manhattan by now. The whole island was under siege.

And the Pumpkin Blimp fast approaching the city was the overkill of overkill. Either its payload was a bomb or, judging from that "going green" comment, Gobbie was planning to gas the whole city with Globulin Green. That must've been what the Goblins had been doing all this time – cooking up a fresh batch of the stuff.

But just when the battle was starting to get overwhelming, a familiar black jet dropped down in front of the Daily Bugle, and out popped every last X-Man, more than doubling the roster of heroes present.*

**But remember, not all of the heroic mutants we've seen in this story are full-fledged X-Men! Some of them – Sophia, Sally, Rogue, Kitty, and Forge, to be exact – are merely students at Xavier's and thus aren't participating in this battle. – Badgerin' Bandragoness*

It turned out poor Professor X had been left hospitalized thanks to those giant purple robots Ultron sicced on his school, meaning there'd be no outside help from Cerebro today. Making up for his absence, though, was Reilly's "clone bestie" and newest member of the X-Men, the oddly-named X-23. She was basically a copy of Wolverine in both powers and costume, only with two claws per hand. And she, err, wore the yellow spandex better if you catch Spidey's drift.

So now, thanks to the reinforcements, not only had the tide turned in the heroes' favor, but the weather above Manhattan had gotten appropriately stormy, complete with swirling gray clouds, a constant torrent of rain, and the occasional lightning strike on the Spider-Slayers courtesy of a certain X-Woman ("NATURE, I COMMAAAAAAND YOU, BRING FORTH THUUUUUNDER AND LIIIIIIIIGHTNING!"). A tornado was even conjured up to knock the Godzilla-Slayer back a couple blocks.

"Oh, you think making tornadoes is cool?" Spider-Man said to his current opponents, a group of mindless robots who couldn't understand him. "That's nothing. I can spray *goo* from my wrists!"

"P- I mean, uh, Spider-Man! And Venom." A wave of flames cleared a path through the robots, allowing Firestar to drop down next to the two in the street. "Long time no see. Us Midtown High

kids oughta stick together, right?"

Apparently, Flash had already told her about his new career. Nice to see Liz was on good terms with both her exes now. Finally, they were done with their trite, immature love triangle drama.

"Jean, look out!" Across from the Midtowners, Cyclops darted towards a Jack O'Lantern, who'd been telekinetically knocked off his glider and was now fixing to retaliate by pumpkin-bombing Marvel Girl's head off. But before Cyclops could so much as fire a laser- *Snikt.* -the poor Jack-O found a set of adamantium claws sticking through him.

"You okay?" Wolverine nodded to Marvel Girl, then retracted his claws, causing the Jack O'Lantern to plop to the pavement.

"Oh, Logan. Th-Thanks," said a somewhat flustered Marvel Girl.

"Anytime." Wolverine gave her his smarmiest smile.

The two spent a moment gazing into each other's eyes.

And behind them, a lone Spider-Slayer spent a moment gazing into Cyclops's eyes. It was a pretty brief moment, though – The next instant, Cyclops incinerated it with a, erm, slightly bigger optic blast than was totally necessary.

Wednesday, August 10, 2016, 9:14 P.M.

Eventually, the swarm of baddies in front of the Daily Bugle was cleared out, meaning now all that was left was… the swarms of baddies running around the *rest* of Manhattan. But with such a stupidly high number of superheroes in one place, no one was really sure what to do or where to start, and so they ended up gathering around Nick Fury. He just looked the most leader-y, Spider-Man supposed. It must've been the eyepatch.

"Listen up. I'm only gonna say this once." Fury had climbed atop a fallen Slayer so he could loom over the crowd. "Standing before me is every last available hero in Manhattan."

Now, obviously, Spidey had been keeping perfect track of all these heroes and didn't need a refresher, but for the sake of thoroughness, the full list was (*deep breath*): Wolverine, Cyclops, a couple dozen Hulkbuster S.H.I.E.L.D. agents, the Thing, Beast, Nick Fury, Mister Fantastic, Agent Venom, Iceman, Colossus, X-23, Nightcrawler, Human Torch, Storm, Invisible Woman, Marvel Girl (not to be confused with Miss Marvel), White Queen, Miss Marvel (not to be confused with Marvel Girl), and Spider-Man himself.

…That had, of course, been in order of attractiveness.

"Well, technically, we've also got these guys who formed an impromptu team of defenders over in Hell's Kitchen-" From his gauntlet, Fury projected hologram footage of a brand new hero team fighting off waves of Slayers and Jack-O's. At the helm was Daredevil, and battling alongside him were a buncha C-listers Spidey had never met – Power Man, Iron Fist, Jewel, She-Hulk, Doctor Strange, and Squirrel Girl. "-but they're unorganized, undisciplined, and-" Fury's eyes flitted to footage of Squirrel Girl, who was busy calling down a swarm of otherworldly alien squirrels out of some amber-colored portals Strange had conjured up. "-*unpredictable,* so we ain't touching them."

The holo-footage winked out, and in its place appeared countless new projections, each focusing on a different bad guy rampaging through a unique location. "The Jack O'Lanterns aren't blowing people up willy-nilly like last time – They're guarding harbors, subway stations, and bridges."

One set of holograms rose above the others, and these ones each displayed the whereabouts of a different big-name baddie. “Oscorp’s forces are trying their darndest to keep anyone and everyone from escaping the island before that blimp drops its payload. And what is that payload? According to my intel, probably Globulin Green. It was Norman Osborn’s pet project, his own take on the Super-Soldier Formula, but it never got off the ground because it makes you go batshit. Now his wife and kid have huffed a can of it, and gassing the whole city probably seems real poetic in their drugged-up heads.”

Oh, inhaling the Green made you go bananas? Wow, Spider-Man would never have guessed. So now not only did Harry need to be de-brainwashed, he needed to be detoxed.

“You, teleporter.” Fury jabbed a finger at Nightcrawler, who saluted. “Warp Mister Fantastic to his lab in the Baxter Building. My agents brought some captured Jack O’Lanterns there so Richards can study them and whip up a cure for the Green.”

“Sir, yes, sir!”

“Hey, wait up pal!” Before Nightcrawler could pop away, Spider-Man hopped over to him, sharing Nightcrawler’s perch on the hood of a wrecked, abandoned car. “Once you get that cure, could you take it to Iron Patriot first? He, uh, used to be my friend, and he’s the CEO of Oscorp and stuff. If we could get him on our side, maybe he could call the siege off or something?”

“Sure zing, Spider-Man.”

“I’ll have him webbed up and ready to take his medicine by the time you get there, promise.”

Once Nightcrawler and Mister Fantastic had bamfed away, Fury continued his speech.

“The supervillains each picked their own major bridge to guard.” His hologram video cycled through them in turn. “The Smythes picked the Manhattan Bridge, Yellowjacket and his pet bug picked the Queensboro, Iron Patriot the George Washington Bridge, Evil Thor the Triborough, Lady Goblin the Brooklyn Bridge, and Green Goblin stayed behind to guard his blimp.” And judging from the footage, that blimp was well into the East Coast by now. “All flyers are coming with me to shoot that thing down. Fair warning, it’s a floating arsenal, and knocking it out of the sky without getting its gas all over the city will be a trick, but we’ll figure it out as we go. As for the rest of you, divvy up into teams of two or three and go fight a supervillain – don’t care which, pick your poison. My Hulkbuster squad can handle the little guys.”

“We’re splittin’ up?” In the crowd, Wolverine let out a snort. “Why don’t we all just gang up on each o’ them one at a time?”

“Because our goal is to liberate the city while causing *minimal* damage,” Fury retorted without skipping a beat, “and do it as fast as possible. A whole army of heroes would just scare them away again to regroup somewhere else. Now if no one else’s got any stupid-ass questions, *let’s move out, people.*”

With the speech over, Fury’s rocket boots propelled him into the sky, and Storm, Human Torch, and Miss Marvel followed suit. But two of the flyers stayed behind. The first was Firestar, who hadn’t had an abundance of training and was too scared to face the Green Goblin and his war blimp, instead preferring to stick with Petey. The second was Marvel Girl, who was stopped before she could leave.

“Hey, Jean?”

“Spider-Man?” She spun towards him, hovering above the road.

“I promised I’d save Harry-” Spider-Man pulled himself to his full stature on the car’s hood. “-so I kinda need a telepath to help shake off Traveller’s brainwashing.”

“Well, I don’t know how much good I can do, but I’ll try my best.” Marvel Girl turned to gaze down at a particularly crestfallen Cyclops. “Sorry I can’t team with you this time, Scott.”

“Oh, it’s okay,” spoke up another voice. “*I’d* be *happy* to team with Scott.” Emma Frost (alias White Queen) had just snuck up from behind to place her hands on Cyclops’s muscular shoulders.

Marvel Girl stared at them. “…Y’know what, actually, I really ought to help out against that blimp. It could gas the whole city. *You’ll* have to go with Spider-Man, Frost, *and there’s really no other choice or time to argue about it bye.*”

Well, then, looked like Spidey and Firestar were teaming up with the creepy brainwashing BDSM chick. Yay. And Flash wasn’t exactly Harry’s biggest fan, so the Web-Head would be the only dude on Team Spidey.

If you’re deathly curious to know how the rest of the groups shook out, it ended up with Agent Venom, Colossus, and X-23 going after Yellowjacket and Red Wasp, Invisible Woman and Thing going after Evil Thor, Beast and Iceman going after Lady Goblin, and (best for last) Cyclops and Wolverine going *alone together* after the Smythes. How romantic!

As the other groups dispersed, Spider-Man allowed White Queen to put an arm around his waist. “Um… c-could you put it a bit higher than that?”

“Whoops, sorry.” Frost gave an impish grin.

“I need an adult,” said Spider-Man.

Wednesday, August 10, 2016, 9:33 P.M.

Web-swinging from Midtown to the Washington Heights was a bit of a journey, and it wasn’t exactly clear skies thanks to the abundance of Jack O’Lanterns, Spider-Slayers, and, uh, literally unclear skies caused by Storm. The upside, though, was that it gave Spider-Man plenty of time to chat with his amazing friends (Yes, White Queen had replaced Iceman as Spidey’s amazing friend. Iceman had been a terrible friend).

“I can’t promise you miracles, hon.” Even when her fingers weren’t diamond, White Queen’s grip was uncomfortably tight. “If your friend doesn’t want to fight Traveller’s mind whammy, I can’t make him. Oh, and all these Oscorp goons have telepathy-proofed their headgear.”

“Then yanking his helmet off’s our first order of business.”

They continued their trek in silence a while until Firestar said, “So Harry’s on some crazy drug?” She flew parallel to Spidey’s swinging so she could give him a concerned look, though it was tough to make out when her face was covered in flames.

“Globulin Green.” Spider-Man nodded. “That’s how he cheated at football, and now Harry’s nice and addicted. That’s the short version, at least.”

“I see,” Liz said softly.

Not another word was spoken until the trio reached their destination. They arrived to find Iron Patriot and some Jack O’Lantern minions circling what had to be the worst traffic jam Spider-Man had ever seen in his life, and he’d grown up in *New York*. Cars were smashed, overturned, and

generally not obeying traffic laws. Some people opted to dive out and run for it while others were doing u-turns, and all in all it was utter madness.

And Iron Patriot was at the forefront of it.

"Peter." He landed across from the three heroes (or, err, two and a half heroes when you counted Emma Frost) on one of the bridge's pillars nearest to the island. The Hudson swirled below them – The weather had whipped it up into a watery deathtrap. Rain poured. Lighting flashed.

"Well, I'll be over here till you need me." With a snap of her gloved fingers, White Queen went into diamond form and seated herself, cross-legged, at the edge of the pillar.

"Is this really what you want, Harry?" Spider-Man had to yell to be heard over the winds. "To turn the whole city into goblins? Why? How does that help you at all? Don't you get how nuts it is?"

"It doesn't matter what I want." Iron Patriot held out a palm. "It's never mattered what I want."

Spidey ducked the opening volley of plasma blasts, then tumbled forward, putting himself close enough to kick Harry's feet out from under him. It knocked Harry off balance, but he managed to catch himself with the thrusters in his gloves before he could topple, which doubled as a great way to shoot fire in Spider-Man's face.

Spider-Man dodged again, then webbed Iron Patriot's helmet so he could yank it into his fist. It made a sound like two coconuts colliding, and Harry was sent stumbling backwards.

"I even wanted to be your friend again! Did you know that?" For all his suit's fancy weaponry, Harry opted for a sucker-punch. "We could've fixed things between us! All you had to do was cooperate with Oscorp-"

"'*Wah, wah, why couldn't we have been friends?*'" Spidey dodged and responded in kind. "'*All you had to do was let me hold a gun to all your loved ones.*' That's you! That's what you sound like!"

"Frost!" Firestar, meanwhile, was standing at the sidelines next to the glittery hunk of lady-shaped diamond. "C-Can't you help fight? Like, punch Harry with your diamond fist or something?"

White Queen glanced over, still cross-legged, at the brawling boys at the pillar's center. "Nah," she said. "I'm good."

"But-"

"Hey, you're the one who can shoot fire." Frost paused. "You can't tell when they're diamond, but I'm rolling my eyes at you."

"I- I know I could help out." Firestar raised her trembling, gloved hands. "It's just that I haven't been in a ton of real fights. And I didn't do so hot against Kaine last time…"

Back in the thick of things, the fight between Spider-Man and Iron Patriot had turned into a wrestling match to see who could pin who to the stone. Iron Patriot nearly got a stranglehold on Spidey's neck, but then a wave of fire shot towards him from the sidelines. It, uh, sailed clean over his head, but it at least distracted Harry long enough for Spidey to punch him off.

"Hey, Pete, if you didn't want your loved ones getting hurt…" Harry was sent skidding, but he managed to pull himself upright. And aim a repulsor blast. "…*then you shouldn't have brought your sidekick here.*"

A beam of white plasma hit Liz square in the chest. One instant, she was screaming. The next, she was plummeting off the bridge and towards the waters below.

"*Liz! No!*" Like he was programmed to, Spider-Man lurched over the pillar's edge. A strand of webbing erupted from his wrist. It spiraled through the air, headed right for Liz's foot… only for Liz's foot to twirl out of the way. A burst of fire returned her upright so she could shoot back to the pillar's top.

"I'm fine," she said, winded. "I can, y'know, fly."

"Oh yeah," said Spider-Man. "*Well,* I just wet my tights for nothing."

And the costume had taken all the impact, so Liz was totally unharmed. Guess the X-Men didn't make those things out of store-bought spandex after all. Man, adulthood was disillusioning…

"Wait." Across from them, Harry stumbled backwards. Now he was pretty close to the edge of the pillar, himself. "Liz?"

It was all the distraction Spider-Man needed. *Crack*. In seconds, he'd knocked Iron Patriot over the edge (oh, the irony), and the two of them hurtled towards the bridge below. Spider-Man used every second of airtime to punch Iron Patriot's chest ad nauseam.

Wham. Iron Patriot took the brunt of the impact, with Spidey landing safely on top of him. Harry tried to pull himself out of his newly-formed crater in the road… but one last punch caused the glowing white star on his chest to wink out. "My Arc Reactor!"

"Bingo." Spider-Man raised his fist yet again. "No more Arc Reactor means no more flying and shooting lasers and what have you… which means you're now wearing a very expensive hunk of scrap metal."

This time, he brought his fist not to Iron Patriot's chest but his head. Once the it was nice and dented, Spidey was able to dig his fingers in and rip the whole helmet clean off, revealing Harry's scarred, snarling face beneath.

"Frost! Do your thing!" Spider-Man called out. He could only assume White Queen had heard him, judging from the glassy look that overtook Harry's eyes.

But Spider-Man didn't have all the time in the world to worry about that. The nearby Jack O'Lanterns had just lost interest in playing in traffic and gained interest in playing with spiders. Like a- a cat or something. Spider-Man wasn't sure where he'd been going with that.

W ednesday, August 10, 2016, 9:38 P.M.

Where-? When-? What was-? He was floating. Harry was floating.

But then Harry's eyes shot open, and he realized he wasn't floating – He was just sitting on a beanbag in his bedroom. Wait, hadn't he been fighting a second ago? Where was his armor? He was just in plain old shorts and a t-shirt now. What was going on? Everything looked normal in here. Harry even had a controller in his hands. Had be been playing a video game? Had he just had the most intense space out of his life? He brought a hand to his face. It was dry, rough, and painful to the touch – a familiar sensation by now.

Then Harry's eyes snapped to the beanbag beside his own. There was a blonde girl slouched in it, but she wasn't Reilly. She was…

“An X-Man?” Harry spotted the belt-logo of her skimpy white outfit. “X-Woman, whatever.” It hit him all at once. “You’re another telepath.”

“Look at that, you’re not a *complete* idiot.” The woman’s voice was high and sharp, every word enunciated carefully, like she’d gone to an old timey British boarding school but then lost the accent. And as she spoke, the woman leaned forward to retrieve Harry’s CD case off the carpet. “The bedroom’s a visual metaphor for your mind. Telepaths love visual metaphors. For instance-” The woman waved a hand, and Harry found himself pinned to the beanbag as controller cords wrapped around him, trapping his arms at his sides. “*-that’s* a metaphor for Traveller’s restrictions on your brain.”

“Yeah.” Harry didn’t even bother to struggle. “Professor X already tried this shtick with me, and he’s the most powerful telepath in the world. What makes you think *you’ll* do better?”

“Xavier? That softie?” The woman laughed. “For one thing, he has all these silly ideas like ‘personal privacy.’” Out of the case, she foraged a plain, silver disc. In black Sharpie, it was labeled, *Harry’s Deepest Darkest Thoughts*.

“Hey!” *That* got him to struggle. “Stay out of my head!”

But the X-Woman had already slid the disc in Harry’s PS4. His plasma-screen TV roared to life. Onscreen appeared an image of Gwen lying on a beach towel over the sand, and she was wearing nothing but the bare minimum of what would qualify as a bikini. Gradually, though, Peter faded into the shot, and the two blurred together until the person in the bikini was… Reilly.

The X-Woman whistled. “Ooh la *la.*”

“*I said stay out!*”

“Hmm, what else do we have in here?” The X-Woman grabbed the remote and changed the channel (which didn’t even make sense with the “video games as memories” metaphor, but whatever).

Onscreen, images flashed of Harry’s home, his school, friends from daycare that he hadn’t even realized he could still remember… but eventually the X-Woman settled on a memory from when Harry was a toddler.

His mom had been in the family study, hunched over a textbook in her armchair. Harry had needed her attention, and so he’d tugged at the edge of her dress. No sooner did the memory unfold in Harry’s mind than the events played out on the TV like a live feed from Harry’s eyeballs.

His mom let out a haughty sigh. “Harry, I told you, I’m studying poetry.”

The sharpness made the toddler-Harry wince, though teenage-Harry failed to mimic the gesture. “But this *is* poetry.” With trembling hands, toddler Harry handed her a leaf of printer paper, upon which were a series of ink scribbles. “I wrote you a poem.”

His mom spared it a good three seconds of her time, which toddler Harry had considered a win. But then she handed it back. “You can’t rhyme ‘dancing’ with ‘laughing.’”

Toddler-Harry wilted. Teenage-Harry’s fists clenched.

The best reply toddler-Harry could muster was to repeat the words words as slowly and loudly as possible. “But… danc-ING, laugh-ING-”

"*Stop that,*" his mom cut in, hand on her temple. "You're stressing the wrong syllables."

"What's a syllable?"

"*Not now,* Harry. Go pester Bernard."

"Yes, ma'am…"

It was as toddler-Harry trudged away that the X-Woman looked up from the screen. "Wow, your mom was a bitch."

"She was restless," Harry said through gritted teeth. "She didn't have anything to do once she married my dad."

"And now she's…" The image onscreen changed again. Now it was a close up of a cackling, female goblin on a gargoyle-themed glider. "…lost her mind." The X-Woman faltered. "I- I'm sorry."

"Save it," Harry spat.

"Well…" The woman turned back to the screen. "…with parents like that, I can only image how you turned out."

"I'm *fine.*"

The instant the words left Harry's mouth, though, another memory appeared on TV – a slightly younger teenage-Harry giggling at the mask in his hand. "*Maybe I've got some anger issues?*"

The X-Woman changed the channel yet again. Now it was one of countless memories of Harry walking to school accompanied by Peter and Gwen, both of whom were wearing glasses.

"Hmm, your school friends were a bright spot for you." The X-Woman clicked the remote a couple more times, skimming through some memories of Peter. "But your guy friend started neglecting you, which turned out to be because he's Spider-Man – ooh, he *is* cute under that mask – and then he stole your girl and got your dad blown up. That's rough, buddy." She pursed her lips. "Still, at least your school friends aren't dressing up like goblins and lobbing bombs at people, so…"

"What are you trying to do here?" Harry asked stiffly. "Turn me back into a 'good guy?'"

That only made the X-Woman laugh. "Oh, no, see, that's another area where I differ from Xavier. I don't believe in 'good guys' and 'bad guys,' I believe in 'smart people' and 'stupid people.' So which one are you, Harry? Are you like your buddy Alistair here-" Smythe's smirking face appeared on the screen. "-who's more than happy to mess up years of Oscorp's plans because he got bored of pretending to be a superhero and wanted a funny video to watch?"

Harry gave no reply.

"No, Harry, I don't think you really *want* to be a supervillain." A smirk of her own was crossing the woman's silver lips. "You wouldn't be dressing like the lovechild of Captain America and Iron Man if you did, now would you?"

Still no reply.

"I suspect what you really want," the X-Woman continued, slouching back in her beanbag, "is to have Oscorp all to yourself without having to answer to Mommy or-" She paused. "… *Daddy.*

You're trying to hide something from me."

Suddenly, the woman's hands were on her temples, and, though it was almost impossible for Harry to describe, he could feel her hooks in his brain. She was digging deeper.

Friday, July 1, 2016, 11:58 P.M.

Orders from on high, Bernard had said.

After that, Harry had waited on that hospital bed, mind racing, his bandaged face aching. With every passing minute, the Goblin's voice had grown fainter in his skull, and Harry's forehead had been left throbbing the way it always did when he had Green cravings.

After what felt like forever, the infirmary door had opened, and then *he* had been there. Him. His perfect posture, his crisp suit, his slicked hair… It was him in his prime, like he'd stepped out of the Time magazine cover he'd once featured on.

Harry's mother had cried out, delighted, and run to his side to stroke his red hair. "Blonde really wasn't your color," she'd said, kissing her husband's clean-shaven lip.

Harry's own reaction hadn't been so interesting. He wanted to say this revelation had been a shock, but… when he thought about it, maybe it hadn't been. Maybe a part of him had been expecting this. Before, Harry had thought it was the part of him that denied reality. But now, well, now the line felt blurred.

Harry's first demand had been to prove the man's face wasn't a latex mask. But even once the Chameleon was ruled out, Harry had only had the man's word that he wasn't some other sort of shapeshifter. But as it turned out, it only took a few of those words to assure Harry. His father's diction, his tone of voice, that look in his eyes that threatened to cut you to ribbons at any moment… Harry doubted an impostor could've gotten it all quite so perfect.

That had only left what Harry had seen as the most likely scenario. The man, though, had assured Harry he wasn't one of Warren's clones. Cloning himself would've been an indignity, he'd said, a sign of weakness, a cowardly grasp at faux-immortality. And besides, why would Norman Osborn need to clone himself when he'd already had a legacy set into place?

But why had Harry's father waited until now to reveal himself, Harry had wondered. The answer had required something of a monologue, and his father had been all too happy to oblige.

"Ever since I discovered the wonders of the Green, I've wanted nothing more than for my family to experience what I experienced. To understand what I understood." He rubbed a loving thumb over his wife's palm. That was about the most affectionate he ever got. "Feeding it to your mother was a simple enough task, but you were different, Harry. You had to be more than a mere puppet. So much more."

He paced around the mattress, his voice oscillating between tranquil and enthused. "And so instead of forcing it down your throat, I dangled it in front of your face, and, as expected, you stepped up to the plate." His lips curled the slightest amount. "Except that you took the Green's liquid form, which, if you'd actually read any of the notes I'd left out for you, you'd have known causes blackouts. But still, it was a start."

"What was step two?" Harry asked flatly. "Framing me as the Goblin to save your own skin?"

"Ah, yes. That." This only made his father chuckle. "Spider-Man had gotten the upper hand for a moment, but my quick thinking turned defeat into victory, and you came out stronger for it. Look

at all you've *done* since then, Harry."

"Do you know what it was *like* thinking I was the Goblin?" These words were the loudest anyone in the room had yet spoken. "I got diagnosed with *clinical depression* and- and-"

"Yes, I'll confess my plan nearly backfired," his father replied, calm as ever. "Your weakness threatened to swallow you… and you needed to vanish for a while anyhow to keep up appearances, and thus I arranged your trip to Europe to visit the mutant telepath on my payroll. The same one your mother had been visiting."

At this, Harry was silent.

"Of course, back then I had no idea what an 'X-Gene' was," his father continued, "but I'd come across telepaths during my super-mercenary dealings and witnessed their abilities firsthand. The more powerful of them had proved far too dangerous to deal with, but Judas Traveller was a simple, unambitious man, and he'd been all too happy to do my bidding in exchange for a fat paycheck. He could only control so many people at once, though, and so I had him prioritize my family and a few key business associates."*

**And since mutant telepathy works by altering brain chemistry, Traveller would've been able to brainwash an entire army of Spider-Man clones simply by Warren giving each soldier a neuron-for-neuron copy of Kaine's brainwashed brain. Comic books, everybody! – Continuity Police*

"Traveller removed your weaknesses like a surgeon removes a tumor." His father loomed over Harry's bedside, almost sneering at him. "The deep remorse that plagued you, the suicidal thoughts you'd humored… One by one, Traveller excised them until you were fit to resume your normal life and return to that little school of yours. After that, it was business as usual."

His father had grown excited for a moment, but now he turned away. "But then came another hiccup. You and Spider-Man learned the truth – *I* was the Green Goblin. And again, I turned defeat into victory." He raised a hand to his face, examining the palm. "The Globulin Green in my veins allowed me to survive that explosion *relatively* unscathed, and from there, I found it more convenient to stay dead. It was simple enough. I didn't have to fake a body, and I even worked in some vacation time. Grand Cayman was lovely, by the way, particularly its hidden facility where I oversaw production of all my beautiful Spider-Slayers."

His eyes had gone distant a moment, but he soon returned his attention to Harry. "And in my absence, you had the opportunity to prove yourself as Oscorp's new CEO… as well as overcome your Green addiction." He stepped towards the bed again, arms folded behind his back. "You see, son, the Globulin Green has a powerful influence on the mind. I'm sure you've had your own share of 'Goblin' hallucinations by now. It's a wrinkle in the Green's effectiveness, without a doubt, but a perfectly manageable one. A weak-willed mind can so easily succumb to the Goblin's desires and cause senseless, wanton destruction, but a strong-willed mind can work in tandem with the Goblin, channeling his bloodlust towards the pursuit of grander goals."

"Like becoming the Big Man?" offered Harry.

His father nodded. "Or murdering an unfaithful girlfriend, in your case. When your mother saw you resist drinking more liquid Green the Saint Patrick's Day before last, she knew you were ready to handle its gaseous form."

Oh. Well, in that case, Harry guessed neither of his parents had been aware of that secret stash he'd destroyed ages ago. Could've saved them some time.*

**See Spectacular Spider-Man ep 26, Final Curtain, for details! – Ed*

“And yes, you failed to kill Spider-Man and his little girlfriend that day,” his father said with a shrug, “but, again, it was a start.”

“Yeah, and you’re not one to throw stones when it comes to losing to Spider-Man, are you?”

His father ignored him. “And from the wounds of your failure, weakness again threatened to sprout, and so back to Traveller you went. My plans proceeded as normal after that… until, to my delight, Spider-Man was fool enough to hand Warren the keys to maximum clonage.”

“‘*Clonage*’ isn’t a word,” Harry muttered.

“It’s French,” said his father. “As I was saying, human cloning was a forbidden field Warren had taken a rather unhealthy interest in for reasons I’ll leave to your imagination. Like Traveller and the Smythes, I met Warren through my super-mercenary dealings – You meet all kinds of colorful people through that business, I assure you – and immediately, I saw just how useful his talents could be, not only in creating mercenaries, but in creating a rival for you.”

“A rival?” Harry repeated, eyebrow raised.

“I’d been eyeing Peter for the role for some time. Either he’d push you to succeed, or, in the case of your failure, he’d function as a suitable replacement. As for the clones, well, they were simply versions of Peter who happened to be more *malleable,* if you will. Unfortunately, due to Warren’s… eccentricities, he chose to make Peter’s first clone a cute young girl, and instead of seeing her as a rival, you developed some ridiculous crush on her-”

“*Oh my god,* I only asked her to Fisk’s charity ball as a *friend-!*”

“Reilly’s betrayal was no great loss, nor was Traveller’s capture. Traveller had failed to keep Reilly in check, after all, and I can’t say I’m partial to including weak men in my operations – Frankly, Traveller should count himself lucky that rendering him comatose was *all* I did. And already, I have telepaths in talks to replace him.”

Harry’s father smiled to himself a moment, then said, “Back on the subject of your rivals. Kaine was everything I could’ve wanted in that regard… which is why it’s such a shame your mother had to chase him off. A rare act of defiance on her part, but nothing *you* have to worry about, son.” In a sudden gesture, he held Harry’s mom to him, all but crushing her arms in his grip. “I’ll see to it she’s suitably punished.”

His mother paled but didn’t reply. Neither did Harry.

“And what this entire monologue brings us to,” concluded Harry’s father, “is the fact that, when faced with your rival, you cowboyed up. You put on a goblin costume and attacked Kaine in his bed the other night.” A smile crossed his face. A hand touched Harry’s shoulder. “You’ve no idea how proud you’ve made me.”

Before, those words might have moved Harry to tears. But now he could hardly bring himself to move at all. “Proud? Of what, getting my face blown off?”

“Of following in my footsteps.” His father brought lanky, manicured fingers to his suit, then began to carefully unbutton it. “Like you said… I’m not one to throw stones.”

His suit fell to the floor, followed by his dress shirt. It was his father’s first action this entire conversation to actually stir something in Harry – revulsion, mostly.

The man’s bare torso was more charred, scorched scar tissue than flesh.

Wednesday, August 10, 2016, 10:02 P.M.

Even after the TV screen faded to black, White Queen continued to gape at it. At some point during her viewing, she'd risen off the beanbag and onto her feet.

"Ohhh-kay," she said, "I'm not going to pretend I understood even a tenth of his evil plan there, but, err, what I'm taking away is that Norman Osborn's still alive. And when he had Traveller brainwash you all those times, I don't think it was just to cure your blues, Harry. Don't you see? Norman's prevented you from rebelling against him, but if you shrug that off, you can take Oscorp for yourself, and then the company can be run by someone who's not a lunatic, and you'll prove you're not the loser you always thought you w-"

She turned to the other beanbag… to find the controller cords all snapped and Harry on his feet.

"Oh," said Emma, "I see you've already pieced that together. So, uh, guess my work here is done?"

"You shouldn't have come in here." Harry's voice sounded off, somehow. And… And his face was turning green. As was the very air around them. "I told you to stay *out* of *my head.*"

Wednesday, August 10, 2016, 10:03 P.M.

Spider-Man was right in the middle of extinguishing a Jack O'Lantern's flaming mask with his foot when he heard a feminine scream from above.

"Liz?" His head shot upward to find her descending downward from the bridge pillar, and she was cradling White Queen in her arms. It was only Frost's diamond skin and fireproof costume that kept her from being burned to a crisp.

"I don't know what happened to her!" Firestar passed her off to Spider-Man right as White Queen's body reverted back to plain old flesh and blood.

"Harry was… tougher than I thought," Frost managed in a shaky voice. "I don't know if Traveller left psychic safeguards in his head or if that 'Green' drug just gave him a willpower boost, but- but he really got me."

"Well, thanks for trying." Spidey set her down on the pavement off to the side of all the capsized cars and KOed Jack-Os.

"He *did* shrug off the brainwashing, though." Frost's lids were creeping shut. "Harry's mind is no one's but his own now."

"Wait, seriously?" Spidey almost laughed in relief. "Wow. You wanna know something, Emma? You're not all bad."

"Thanks. But I think I need a… nap now…" She was out like a light.

Well, that'd gone better than Spider-Man could've hoped. Now this bridge's Jack O'Lanterns were all dealt with and Harry was successfully de-brainwashed. All that was left was to make sure the poor guy was okay.

"Harry?" Spider-Man started to his side, but by the time Spidey got there, Harry was already back on his feet. "H-How are you feeling?"

“Weak,” said Harry. He had a point – Harry was struggling to move his limbs under the weight of his suit. But before Spidey could help him, Harry hopped onto one of the Jack O’Lanterns fallen gliders. It was a bit smaller than the traditional goblin glider, but it had no problems carrying Harry aloft.

“Uh, Hare?” Spider-Man took a tentative step towards him. The sight of Harry on a glider couldn’t help but make Spidey sweat. “Are you still siding with the people trying to gas the city, or…?”

“It’s flammable,” said Harry.

“Come again?”

“The Globulin Green gas is flammable.” Harry spun the glider to face away from him. “Some of your superhero friends can shoot fire, right? Have them pull a Hindenburg on the Goblin’s blimp. The gas’ll all burn up. It’ll be fine.”

Beneath his mask, Peter blinked. “You’re helping us? Then… you’re not crazy and evil anymore! Dude, that’s great!”

Harry didn’t respond. Instead, with a swift jab, he stomped a steel boot on his glider. It must’ve activated a hidden switch because the next moment, a small hatch unfolded from the glider’s gargoyle head, and out of it emerged a transparent canister filled with swirling, emerald gas.

“Wait, is that more Green?” Spider-Man sprinted towards him, but Harry was already flying off. Spidey had to dash up the bridge railing to stay level with him. “Harry, don’t-!”

Peter’s words failed to halt him.

“*Harry.*” But Liz’s didn’t.

Harry halted his glider a couple feet above the bridge railing, then turned to the fiery woman hovering before him. “What are you doing here, Liz?”

“I- I don’t know,” Firestar admitted. “I just turned out to be a mutant, and I’m kind of on the X-Men as like, a reserve member, but I’ve barely seen any real action, and now Manhattan’s turned into a war zone, and- and I guess sticking with my ex was less scary. Look, I don’t know everything that’s going on with you, but I know you’re addicted to that weird drug, and…” She faltered. “…well, you can probably guess my feelings on that.”

The two of them hovered there a moment, staring at each other.

Then the silence was shattered by an earsplitting *bamf.*

“Medicine time!” Nightcrawler had just poofed into existence in a burst of smoke, and he’d chosen to appear right above Harry’s glider. In his three-fingered hand was a syringe of purple liquid.

Nightcrawler had probably thought he was catching Harry off guard… which was why Harry was able to so easily sucker-punch him in the stomach and send the syringe flying into Harry’s waiting hand. Whoa, and that’d been without spider-sense. Spidey couldn’t help but be impressed.

“*Kurt!*” Spider-Man dived to catch him by the tail before Nightcrawler could become a blue smear on the bridge below, then web-swung him back down to the road.

Meanwhile, up above, Harry was now holding two containers in his hands – in his left, a canister

of green gas, and in his right, a syringe of purple liquid. The drug and the cure.

“Harry.” Liz gave him one last, meaningful look. “I know you’re stronger than the Green.”

“You’re right.” Harry held the cure aloft. “I am stronger than it.” Then he clicked a button on his gauntlet, causing a small hatch to open in the hip of his headless Iron Patriot suit. Harry stashed the syringe inside and closed it back. Wait, what? He’d put the cure in his pocket? Why-?

Spider-Man didn’t have longer to ponder. The next instant, Harry had cracked open the canister and inhaled every last drop of gas in one gulp.

“No!” Spidey and Firestar cried out in synch.

Before their eyes, Harry was changing. The bulging, throbbing veins of his scarred face were turning a sickly shade of apple green. Couple that with his sweaty, messy hair, and he’d have passed for a goblin with or without a mask.

“First I’m going to save my mother,” Harry said.

“And then I’m going to show the world who the *real* Green Goblin is!” said another voice from Harry’s mouth.

Spider-Man shuddered in spite of himself. He’d never actually heard a “goblin voice” without the built-in voice changer of a proper goblin costume. Some sliver of it was still recognizable as Harry’s.

“Ooh, but I’ll have to do it in something less tacky.” Harry pressed another button on his gauntlet, causing his armor’s star-spangled color palette to be swapped out for blotches of green and purple in roughly the same places they’d be on a proper Green Goblin costume. Yeah, apparently Oscorp had given the armor a dedicated color-change feature. Somehow, that failed to surprise Spider-Man. “That’s better. And now that I’m properly color-coordinated, it’s time for my old lady to say hello to the Iron *Goblin!* Bwa ha ha ha ha!” The Iron Goblin’s glider sped off from the bridge.

Firestar, on the other hand, sped back to the road. “I’m sorry, Petey. I’m sorry.” She held him tight (though even with her flames turned off, she wasn’t cool to the touch). “I- I can’t go into the city by myself. I just can’t. It’s nuts out there.”

“It’s okay, Liz.” Spider-Man held her back, steadying her trembles.

The Web-Head would’ve loved to go after Iron Goblin himself, but he couldn’t leave White Queen and Nightcrawler napping in the middle of a war zone.

And so Spider-Man could only watch as a cackling goblin vanished into the night sky.

Diploma

Monday, August 15, 2016, 9:14 A.M.

A man and woman sat side-by-side on the therapy couch, their faces hidden by the room's dimmed lights. The white-haired woman tried to speak. She failed.

"It's alright, May. It's alright…" The balding, gray-haired man held her tighter.

Again, the woman tried to speak, and again it resulted in only constant, overpowering wails. She buried herself in her boyfriend, muffling the sound.

"We don't have to talk about it if you're not ready."

Wednesday, August 10, 2016, 10:11 P.M.

By now, the Pumpkin Blimp had added itself to Manhattan's skyline right alongside the ant-sized silhouettes of countless heroes and villains duking it out in the clouds. Normally, Spider-Man would've felt obligated to join in the chaos, but flight was one of the great powers he lacked, so for once he was exempt from the responsibility part. But that didn't mean he couldn't still contribute to the war effort.

"…said the Green is flammable, and at this point, we don't have much choice but to trust him."

Spider-Man and Firestar had called some nearby S.H.I.E.L.D. agents over here, which served the dual purpose of both getting White Queen and Nightcrawler some medical attention and providing the other, not-unconscious heroes with a comlink straight to Nick Fury. Which meant that Spidey and Liz were now standing in the middle of the road on the George Washington Bridge while a S.H.I.E.L.D. agent patiently projected a miniature hologram of Fury floating in place in his Hulkbuster armor and gawking at them like they were idiots.

"You think we didn't know that already?" he snapped. "We've got *Reed Richards* studying the Green. You think you know *literally anything* that Reed Richards doesn't?"

Even though he wasn't sure Fury could actually see him, Spider-Man avoided meeting his eyes. "N-No, sir."

"That's damn right. Now don't waste my time again, kid." The hologram winked out, and then the agents returned to their business.

Spider-Man looked to Firestar with a sigh. At this point, he'd gotten so used to getting condescended to by the other heroes that he was developing a masochistic pleasure from it.

"W-Well." Liz took a steadying breath. "If fire really is the only way to stop the gas, then I guess I'd better get going."

"You'll do great out there, Liz. You're braver than you think." The exes shared one last hug, and then Firestar rocketed off, becoming a comet in the stormy sky. Spidey watched her go.

…She was totally still in love with him. Hmm, would a foursome be pushing Peter's luck-? *Kidding*. He was kidding.

But really, now, Spider-Man had *how* many hot girls fawning over him again? And- And he got

to be in a serious, committed relationship with one while also having a ménage à trois with a *supermodel?* But yeah, sure, Nick Fury, Spider-Man was a stupid useless idiot loser. Suuuuuuuure. Now if you'd excuse him, this stupid useless idiot loser had to go swing by the Brooklyn Bridge to take down a major supervillain. He did that kinda thing all the time. No big deal.

Wednesday, August 10, 2016, 10:11 P.M.

So how should we split things once all's said and done here? asked the Goblin. *I get to drive on Tuesdays and Thursdays, you get to drive on Mondays, Wednesdays, and Fridays, and on the weekend we share?*

Harry ignored him, silently steering the glider to its destination.

Oh, don't be like that, Harry. I gave you Friday!

The Iron Goblin almost became the Lightning Rod Goblin a couple times, but he managed to reach the Brooklyn Bridge uninjured. It was only upon arrival that he suffered a headache.

"Little Osborn!" Now the Ultimate Spider-Slayer was blocking his path, hovering in place with his jet boots so he could simper at Harry. "What are you doing away from your bridge? And what's happened to your armor?"

Ah, of course, Harry had forgotten – The Smythes had chosen to guard the Brooklyn Bridge's neighbor. From this vantage point, Harry could see both Lady Goblin circling her bridge and Spencer's building-sized spider-mech guarding his own further on down the river.

Harry tried to fly over Alistair, but he merely mimicked the movement to block the path. "Don't tell me you got your arse caned by a superhero and now you're running to Momm-?"

There was a sound between an explosion and hoarse laughter, and then Alistair was spiraling downwards in a cloud of green smoke.

"You have *no idea* how long I've wanted to do that." Harry stomped his glider again, causing a fresh pair of pumpkin bombs to shoot up from their hidden compartments and into his waiting hands.

"*Have you lost your mind?*" Alistair managed to catch himself with his jet-boots before he crashed into a rooftop, but the blast had left him more than a little disoriented.

Goblin's turn to talk. "And so long as we're dishing out the hard truths-" Harry had wanted to lob another bomb, but the Goblin opted to use the glider as a battering ram. "-might I point out how *hilariously* early you blew your load with that alias?" *Shing, splurch.* At the last second before impact, the glider's gargoyle head had stuck out its knife-shaped tongue, meaning Alistair now had a sliver of metal poking through his armor. "Poor Alistair. You can't be much of an 'Ultimate' Spider-Slayer when your daddy's careening around in one the size of a small country over there, now can you?" The Goblin let out his umpteenth cackle.

"At least I… haven't just… *betrayed* mine!" After a bit of straining, Alistair managed to fire off a repulsor blast, knocking the Goblin off his ride and into the open air. The glider darted over to catch him, but it had the side effect of freeing Alistair's sticky red stomach.

"Ah, yes, good old Alistair." This time, Iron Goblin went with Harry's bomb-throwing idea. "A daddy's boy to the end."

But Alistair made a sudden jolt to the left, circumventing the blast, and then barreled towards the Goblin with the force of a meteor.

"You know what your problem is?" Harry's turn to talk. "You don't know how to *course correct.*" On those last words, the Iron Goblin sprang upwards while his glider darted downwards, meaning all Alistair accomplished was to pass safety through the middle. Then the Goblin landed, spun around, and lobbed another bomb before Alistair had even realized what'd happened.

"Are you joking?" The green fog cleared to reveal Alistair still hovering in place, only now his armor was considerably more dented. "The whole *point* of today was to course correct. Do you have any idea how sick I was of pretending to be a hero? Why do you think my father and I build killer robots for a living, to serve the public? *Ha.* Dad realized long ago that we Smythes are *better* than everyone else. We should be ruling this city with an iron fist, not getting chewed on by- by *giant, prehistoric chickens!*"

"Tut tut." The Goblin's eyes skimmed the area.

A couple meters away, Spencer's mech was stomping around in the water, trying its hardest to laser-beam a pair of X-Men to death. One of those X-Men, however, was more than happy to retaliate with a laser-beams of his own from his visor while his partner sliced the Slayer to ribbons with a set of claws. Between the two of them, the mutants had managed to dislodge a couple of the mech's eight legs.

"Really now, Al, don't you know what pride comes before?" In the span of seconds, the glider had sped towards the Manhattan Bridge, then flipped upside down so it could dump dozens of its stored pumpkin bombs onto the mech. The resulting blast was enough to blow off a couple more legs, sending the machine toppling over.

"*Dad!*" And the moment it did, the Ultimate Spider-Slayer sped towards it… putting him right in the path of a waiting Goblin.

One last pumpkin bomb was all it took for Alistair to plummet right into the bridge below.

"*Critical system damage,*" chirped his armor. "*Initiating safe effect.*" And now for the icing on the cake – The armor was so banged up and dented that it actually spat Alistair out like a sunflower seed and sent him skidding across the concrete. He landed amid battered cars and unconscious Jack O'Lanterns. And the moment he came to a halt, Alistair tried on pure impulse to pull himself to his feet.

Needless to say, his attempt was unsuccessful. Though it was quite successful at getting the Iron Goblin to laugh like a maniac.

"*You killed him.*" Alistar had to drag himself across the cement to get a look at where his father's mech had landed. By now, the thing was lying face-down in the East River like it was trying to drown itself.

The glider hovered beside him. "Yes, that's kind of what I do." The Iron Goblin raised one last pumpkin bomb-

"*Stop.*" -only to have his path blocked by those pesky X-Men. "This man's going to prison," said the one with the visor. "We don't kill."

"Speak fer yerself, bub," muttered the yellow one from off to the side.

"Spoil sport!" The Goblin had already started plotting workarounds, but then Harry yanked the reins from him.

“I don’t have time for this,” Harry spat. Without another word, his glider sped off over the river towards this bridge’s neighbor.

And all the while, he could feel Alistair’s eyes boring into the back of his neck.

Wednesday, August 10, 2016, 10:22 P.M.

Even once she’d arrived at the aerial battlefield, Firestar couldn’t help but hang back. The blimp’s countless gun-turrets didn’t exactly inspire bravery, nor did the equally countless number of Jack O’Lanterns and airborne, jet-propelled Spider-Slayers swirling through the winds. Or the hurricane Storm was conjuring up. And least bravery-inspiring of all was the Green Goblin himself zooming around the blimp and grinning like a kid on Christmas.

You know, there was nothing stopping Liz from flying back to her apartment and curling up in bed with her cat, Miss Lion…

But gradually, Firestar’s eyes traveled to the other heroes tearing through the skies. There was Miss Marvel, who was ripping gun turrets out of their foundations left and right, Marvel Girl, who was using her telekinesis to make Jack O’Lanterns float off their gliders so the vehicles could go kamikaze on the blimp, Human Torch, who was weaving streaks of flame through as many Spider-Slayers as possible, and Nick Fury himself, who was trying his hardest to blow the Goblin’s head off with a plasma cannon.

But before Firestar had time to be moved by the other heroes’ courage, Fury called out, “It’s starting! Torch, burn as much of it as you can!”

The Pumpkin Blimp was indeed beginning to spray pea green gas out of dozens of nozzles in its side. The Green sifted through the air like a living creature, feeling its way towards Manhattan below. The Human Torch obediently shot towards it, but before he could draw near, some Slayers sprayed him with this gray goop that put out his flames like a fire extinguisher, rendering him as nothing more than a perfectly useless (yet gorgeous) celebrity. Marvel Girl had to catch him with her powers before Johnny could plummet to the buildings below.

Wait. But if Johnny Storm was out of commission, that meant the only person who could destroy the Green was… Firestar. It was up to her! All of Manhattan was counting on-

Shoom. A burst of flame shot past Liz’s ear.

“Whuh-?” She spun in midair.

Hovering before her was a steel-plated, gold and hot rod red-painted humanoid, and the flamethrower nozzle poking out his wrist was turning every last drop of Green into an explosion that rocked the sky.

As the smoke and heat died down, the heroes filled the air with cries of “*Iron Man!*” and “*Tony!*”

“Aye!” And hovering beside Iron Man was a blonde Norseman whose weapon of choice looked conspicuously more like his traditional hammer than a battle ax. “The reports of our untimely demise were in truth a great and deceitful exaggeration. Huzzah!”

“Sorry ’bout that.” And sitting on Thor’s shoulder was the fun-sized Wasp. “Some jerk tried to blow us up, so I had to shrink us all into the Microverse to dodge, and it took forever to get back out because of the way that place distorts the laws of particle physics… You know how it is.”

As she spoke, a Quinjet darted through the sky to shoot down a couple more Jack O'Lanterns, and its pilot was unmistakable. The red, white, and blue made him stand out against the cockpit.

And that would've been their final member… if a red-faced ghost with a green body and yellow cape hadn't just phased through a buncha Spider-Slayers, causing them to spark and plummet from the sky. Honestly, Liz couldn't help but yelp at the sight of the thing.

"Oh yeah, that's our newest recruit," said Wasp. "He's one of Ultron's bots who double-crossed his dad. Pretty freaky ghost powers, right? He's like some kinda dream or hallucination or something. We're still spitballing names for him, though."

So now the Green Goblin's gas was all burned up, his minions were getting majorly thinned out, and he was stupidly outnumbered by the heroes. The Goblin flew his glider backwards a couple feet, putting some space betweem himself and the countless superheroes closing in on him.

"*My plan's been snuffed out,*

But you won't see me tremble.

Instead I'll just shout…"

In a swift motion, he touched a finger to the inside of his pointy ear.

"*Dark Avengers, assemble!*"

Wednesday, August 10, 2016, 10:22 P.M.

One of the luckier cars nearly made it across the Brooklyn Bridge.

"Infirm of purpose!"

Harry said "nearly" because a pumpkin bomb had just reduced it to rubble.

"Give me the daggers. The sleeping and the dead are but as pictures." Lady Goblin swept across the bridge atop her glider, muttering to herself as she checked for any more escapees. "'Tis the eye of childhood that fears a painted devil!"

Two X-Men, Beast and Iceman, were unconscious and pinned to the bridge railing by Gob-webs – though plenty of Iceman's ice still covered stretches of bridge, sending cars skidding in its wake. In fact, the vehicles seemed to have been the only things distracting Lady Goblin from finishing those X-Men off. But with the last car taken care of, that was no longer an issues. Lady Goblin loomed over the mutants.

Harry couldn't watch another second of it. "*Mom.*"

Gaunt yellow eyes snapped towards him. The Iron Goblin had positioned his glider a couple feet across from the Lady Goblin's, hovering an equal distance above the concrete as her. The moment she saw him, her latex-covered face twisted to a snarl. "Infirm of purpose!"

"Yeah, I know," said Harry. "I'm not guarding my bridge anymore. In fact, I'm not following *any* of Dad's orders."

"Give me the daggers!" The words were enough to make her bull-rush him, though Harry couldn't help but notice his mom refrained from grabbing any pumpkin bombs from her hip pouch.

“I’m going to help you, Mom.” With a quick jerk, Harry’s glider sidestepped her own, causing Lady Goblin to nearly smash into a support pillar. “I’ll make you better, I promise you.”

At the last second, Lady Goblin managed to pull away, but the tip of her glider ended up bumping the brick and sending her wobbling. She spun back towards Harry, teeth gritted, fighting to keep her balance, and hesitated. She still wasn’t going for any weapons.

Lady Goblin cocked her head. “I have given suck-”

Thwip. “Too much information, lady!” A glob of webbing had shot from the brick to cover the she-goblin’s mouth. And perched atop that brick was, of course, a guy in goofy red-and-blue spandex. “Sorry I’m late. Some Spider-Slayers tried to, y’know, do their thing with me on the way over.”

“Ah, Pete!” A bit of Goblin leaked through Harry’s greeting. “Glad you could join us.”

“Well, someone’s gotta keep you crazy kids in check-” Spider-Man started to aim a web at Harry, too.

“I don’t want to fight you, Peter.”

“Really?” Spidey’s wrist wilted. “So then, wait, I’m confused, are you hopped up on giggle gas or not? Because that usually makes you want to-”

“I can control it. I just need my mom restrained so I can cure her.”

“Restrained? Ooh, you’ve got the right hero for the job, then.” Spider-Man backflipped off the pillar and fired more webs, but this time Lady Goblin was ready to dodge.

She weaved through the air, cutting her mouth free with her claws so she could smirk at Spidey. “Pronounce it for me, sir, to all our friends, for my heart speaks they are welcome.”

“Are you quoting Shakespeare *sarcastically?*” The moment Spider-Man’s feet hit the pavement, he lunged at her. “Oh god, it’s eighth grade English all over again!”

But for all of Spider-Man’s good intentions, he ended up complicating the fight. See, that reservation Lady Goblin had felt about hurting Harry… wasn’t quite matched when it came to Peter. In other words, the air was now lousy with pumpkin bombs.

Wednesday, August 10, 2016, 10:26 P.M.

All the non-flying heroes must’ve been scratching their heads right now – They’d just run out of things to do. That’d be because at the Green Goblin’s command, every last Jack O’Lantern, flying Spider-Slayer, and New- or rather, *Dark* Avenger was converging in the skies above central Manhattan right where the Pumpkin Blimp had burned up. The only ones missing were those Smythe guys, but even without them, it was more than enough baddies to give the heroes some trouble.

In fact, the majority of that trouble would be coming from just one bad guy – Yellowjacket had grown far bigger than Firestar had ever seen Giant-Man go. He must’ve been the size of Galactus by now.

“You wouldst supplanteth the viseageth of the soneth of Odineth for thine self?” The moment he reached the battlefield, the evil Thor pointed his battle ax at the real one.

“THAT SOUNDSETH NOTHING LIKETH HOW I TALKETH!” bellow Thor. “BEGONE, IMPOSTOR!” He spun his hammer until it became a blur of crackling electricity, then lunged, and the evil Thor responded with his own sparking battle ax. So now Storm’s hurricane was being bolstered by two gods of thunder duking it out above the clouds.

“Uh…” Wasp gave the Green Goblin a look as she ducked pumpkin bombs. “Dare I ask where the evil Thor came from?”

The Goblin flashed a grin, then swooped towards her, reciting:

“*A friend of mine who’s met his maker,*

Was something of a duplicater.

Although he’s now a pile of bones,

He’d been quite good at spawning clones.”

Wasp ducked another bomb, all the while gawking at its sender. “Are… Are you making these up on the fly?”

“*At first I’d thought that we could grow,*

Some clones based off of my old foe.

But in hindsight, I found it odd,

We’d clone a spider, not a god!”

Wasp hurled her amber energy blasts at the poet, but he retaliated with some yellow, hand-based plasma attacks of his own.

“*Thor’s DNA was hard to miss*

(We purchased it from Enchantress).

While still a fetus, we brainwashed,

The clone to teach it who was boss.”

As the tale reached its end, Green Goblin circled around the spot of clouds where the twin Thors were wrestling, gesturing to the one with the ax.

“*He stands before you fully grown,*

My big, strong, dumb, and loyal clone.

My child made out of godly stock,

I chose to name him Ragnarok.”

The Goblin bowed for applause that existed only in his own, screwed up head.

“Well, that was something,” Iron Man deadpanned. “Now if we could all just-”

“Wait, *Jan?*” Yellowjacket had to move his oversized face in real close and squint to make Wasp out. “H-How are you alive?”

“I don’t know,” Wasp huffed as she blasted a stray Jack O’Lantern. “How are you working for Oscorp dressed as a bumblebee?”

“No!” snapped Iron Man. “Don’t get Goblin started ag-”

“*Poor Pym, we found down a storm drain.*

He didn’t strike us as too sane.

His split persona, as you’ve seen,

He brought to life once fed some Green!”

“Yeah, okay,” said Iron Man, “that’s grea-”

“*The change, no doubt, was quite abrupt-*”

“We get the point. Now please shut up!” The poem was cut short by a tank missile sailing for Green Goblin’s head.

“Did you hear that, Hank?” Wasp called out. “You’ve been drugged!”

“I am *not* Hank Pym.” The giant-sized Yellowjacket took direct hits from Iron Man, Miss Marvel, and Cap’s Quinjet, but his armor withstood every blow. “Hank Pym was a nobody.” With a wave of his massive arm, Yellowjacket sicced Red Wasp upon the regular old yellow Wasp. “A pathetic little weakling who was always getting stepped on like some kind of- of- Well, I can’t think of a good simile, but you get the point!” Then with another wave, he swatted Miss Marvel into Marvel Girl like they were floating pool balls.

With Yellowjacket keeping the superheroes busy, the Green Goblin swooped his glider down through the clouds. “I’ll trust my minions to win this fight. As for the Goblin? Exit stage right!”

The other heroes were too distracted – Firestar alone noticed him go. She forced herself to inhale the frigid night air, steadied her arms, and then flew after the Goblin… only to find a patch of empty air.

Wednesday, August 10, 2016, 10:43 P.M.

A pair of gliders dashed higher and higher over the Brooklyn Bridge. The goblin in first turned back to scowl at the one in last. “Think of this, good peers, but as a thing of custom. 'Tis no other; only it spoils the pleasure of the-”

Thwap. It was at this point that the Lady Goblin tried to pass through the gaps in one of the bridge’s forked support pillars… and instead went straight into a waiting web-net.

“Whoo! It worked!” Spider-Man crawled out of hiding on the pillar’s opposite side. “Good going with the ambush, Hare.” He offered a high five, and, after a moment of hesitation, Harry gave his palm a slap.

“Thanks, Pete.” Harry made a facial expression that, through a very lenient definition, might have qualified as a smile.

Lady Goblin, meanwhile, merely shrieked and struggled against her gooey restraints.

Spidey shook his head. “Methinks the lady protests too much.”

"*That's not how it goes,*" Lady Goblin hissed. "And it wouldn't even make sense in this context!"

"Oh, so you're *not* just a walking First Folio." Spidey crawled towards her, squeezing his face muscles until the black outlines on his mask's eyes outweighed their white insides. "Then why don't you save us some bubble, bubble, toil and trouble and hold still for us?"

Now Lady Goblin was gaping at him like he'd slapped her. "*I will rip your tongue from your-*"

"Come on, lady, wherefore art thou manners?"

She actually howled with rage as Spidey tugged her mask off, revealing a pale human face every bit as twisted and hateful as the goblin one. Her short brown hair soon became a wild mess in the storm winds.

"That's enough, Pete. She'll pop a blood vessel." Harry hovered his glider next to the two. "Now allow me." He held out a familiar syringe of purple liquid.

Spider-Man gave a little bow before crawling farther up the wall. "Lead on, Macduff."

"I hate you," said Harry's mom.

Harry brought the syringe to her exposed neck. But right as it neared, Peter's spider-sense went nuts. "*Harry, look out-!*" He didn't see anything coming, but Spider-Man still opted to shove Harry out of harm's way.

It was the right call – A second later and the Green Goblin's glider would've smashed right into the guy.

"What the-?" Where had Gobbie come from? Spidey swore he hadn't seen anyone coming this way. But then, he supposed the ongoing thunderstorm wasn't exactly helping in the visibility department.

Spider-Man slung a web so he could loop around the pillars with Harry in his arms. And as he did so, Harry's glider followed their trail, allowing Spidey to drop Harry back onto it while the Web-Head himself landed atop the pillar.

Green Goblin swooped towards his feminine counterpart, reciting:

"*I'm a fan of the Green but not the Purple,*

So I'm afraid I'll have to- to- Ah, to hell with it."

Some blasts of finger-lasers freed Harry's mom from the webs, allowing her to dash to the Green Goblin's side atop her glider. Harry had carelessly discarded her mask on the road below, but his mom didn't bother to retrieve it.

"Great. She must've sent him some kinda distress signal." Spider-Man glanced at Harry, who was hovering beside him. "You handle your mom. I've got a score to settle with Gobbie."

Without another word, Spider-Man pounced off the bridge. With a quickly-fired web, he was able to yank himself towards the Green Goblin's glider and land a flying punch right to the kisser. "*Here, let me show you what happens when you threaten my aunt. My girlfriend.*" The glider was sent oscillating.

But the Goblin caught the next punch, trapping Spider-Man's fist in his palm. He wiped blood off his latex-covered lips so he could grin properly. "Didn't you forget the 's' at the end-?" *Crack.*

The remark earned him a punch from Spidey's other fist.

The Goblin retaliated with some razor-sharp throwing-pumpkins. Spider-Man managed to dodge, but not without getting his mask sliced open. "Aw man, this happens *every* climactic battle." Now bits of eyes, mouth, and strands of chestnut hair were poking through the gashes.

While those two were occupied, Harry managed to ram his glider into his mom's. Again, his mom was unwilling to go for a pumpkin bomb, and so Harry was able to tackle her onto the top of the pillar. Then Harry dismounted his own glider, leaving both vehicles to circles them, and pinned his mom to the stone with his hands. She squirmed with all her might, but he managed to stick the needle in her uncovered neck, allowing the violet fluid to seep in.

At first, his mom's struggles grew more desperate than ever. But then, all at once, she went still. "*H-Harry?*"

"Mom." He tried to help her upright, but that only made her collapse into his arms, strength sapped. "She's gone. Lady Goblin's gone."

She gazed at him with bleary eyes. "What's…? I- I don't…" Her voice, so sharp and scathing when her mask had been on, was now softer than snow.

"It's okay, Mom." Harry used his free hand to smooth her hair. "I've got you. I fixed you. I- I knew I had to." Laughter broke through his voice. "I'm the one who broke you in the first place. You and Dad were happy together before I… existed." His eyes shut. "I'm responsible."

The lion's share of Peter's attention was being taken by his battle atop the Green Goblin's glider, but he still tried to watch the other two from his peripheral. "Harry…"

Peter at least turned his head long enough to see the look in Emily Osborn's eyes. The creeping horror.

"*Harry,*" she said. "Your face." She brought a trembling hand to it, touching the scar tissue. "It's-" It flooded back through her eyes. Everything. "What did I do?" Suddenly, she was flailing and struggling against Harry's grip like a thing possessed. "*What did I do?*" Her heartbeat was practically audible over the wind. "Harry, I'm s-"

"*Traveller,*" said a voice from Peter's side. It took him a second to realize it's come from the Green Goblin. "Not another *word* of that, Emily." Even with that mask's built-in voice changer, it sounded so… so alien. The bounciness of the words was gone, and in its place was a sharp, terse enunciation.

Back on the bridge pillar, Emily had gone stiff. Harry tried to carry her to his glider, but the Green Goblin hit him square in the back with a yellow finger-laser. Harry cried out, his mother tumbled to the stone, and then a jet of snot erupted from the Goblin's own glider. The Gob-webs pinned Harry tight, too thick even for his Green-enhanced strength to break through in a hurry.

Peter, too, tried to spring to Emily's aid, but the Goblin grabbed his arms.

"Now you get back on that glider and act like the Lady Goblin!" the Green Goblin barked.

Both Peter and Harry fought with all their might, but they could only watch as a shaking, entranced Emily climbed back onto her vehicle and took off once again. Difference was, this time she was trembling so bad, she could hardly fly straight.

"Mom?" Harry's face was red and sweat-drenched, but still the Gob-webs didn't budge. "*Mom! Stop!*"

The Lady Goblin turned her glider to face him, hovering above the churning waters of the East River. “Ha,” she said. “Ha ha… ha…” She reached into her pouch. When her hand returned to her chest, it was clutching something round and orange. Emily held the item out, inspecting it.

The bomb smiled at her.

She smiled back. “Out, damned spot.” With a soft click, she touched a thumb to its top. Then she brought it back to her chest.

“Mom?” Harry’s voice was softer this time.

“*No you don’t.*” But Peter’s wasn’t. A spandex-covered elbow collided with the Green Goblin’s face. It didn’t free Peter completely, but it was at least enough to let him aim his wrist.

A web-bullet hurtled through the air. Bullseye. The pumpkin bomb was knocked clean from Emily’s fingers. It fell towards the river.

But it never touched the water. In fact, it only made it a couple feet below Emily’s glider.

There was a noise that was equal parts explosion and laughter and screaming. Between the torrent of rain and the pea green smoke that filled the air, it was almost impossible to see anything. But Peter at least made out the feminine figure falling head-first towards the rapids.

“Emmy?” A dazed Goblin let Peter go, and on sheer instinct, Peter sprang forward.

Just as Harry started to scream, Peter landed beside him on the pillar, leaned over the edge, and spun a web. “I got her!” Emily almost hit the water. “*Did it.*” But at the last second, a web-strand snagged her foot. *Swik.*

“Mom?” By the time Harry finally broke free of his gunk, Peter had already reeled the woman back up.

“It’s okay, Harry.” Peter turned to him, holding Emily flat in his arms. “I got her.” He offered her out to Harry.

But Harry only stared at her. “What did you *do?*”

“What? I- I saved her.” Peter’s head darted to the woman in her arms. He stared at her, too.

Her eyes were wide open, but she didn’t stare back.

“*No. I saved her. I-*”

He was cut off by a shout. The Green Goblin had landed his glider, and now he sprinted across the pillar – right towards Peter. “*Let go of her.*”

The man’s voice, the way he moved… It was all so unnatural coming from the Green Goblin that, truth be told, Peter was scared. He found himself backing away, letting Emily fall from his arms.

The Goblin caught her. “Emmy? Emmy, it’s me. It’s…” At first he tried to shake her awake. But it didn’t work. Then he simply held her for a second, staying as silent as she was. The Goblin fell to one knee, resting her on his thigh.

Peter’s heartbeat. It- It hurt. Every time it pulsed, it sent a shockwave through his body. He took a ragged breath. What now? Did he run? *No.* No, he didn’t run. This was his responsibility.

“I’m sorry,” Peter said.

That didn’t make the man’s face any softer. Slowly, gradually, the Green Goblin’s faded yellow eyes moved from the woman in his arms to the boy standing before him.

“Peter.” A pair of black, iris-less pupils froze Peter’s blood. “You killed the woman I love.”

Final Exam

Monday, August 15, 2016, 12:37 A.M.

A girl sat alone on the therapy couch, her skintight yellow costume and fiery red domino mask visible against the room's dimmed lights.

"Why am I visiting him?" she asked, eyes on the rug. "Well, yeah, I won't pretend I'm not freaked out every second I'm in Ravencroft. I can barely even muster the courage to walk to his room. But…." She took a breath, heating the air around her mouth. "…*somebody* has to do it, Leo. Harry doesn't have anyone else."

Wednesday, August 10, 2016, 10:54 P.M.

Every couple seconds, a fresh wave of lightning would flash across the Manhattan skyline. It its wake, each revealed four figures sprawled atop the pillar of an ice-covered bridge, its road dotted with overturned cars and injured civilians.

And who were those four figures? Well, Peter supposed they should've looked silly. Maybe, in an objective sense, they were. The boy in tattered, red-and-blue spandex. The other boy in steel-plated, green-and-purple armor. The man in purple armor over green latex complete with a latex gobin mask on his face. What *was* this? People dressed as goblins and brighly-colored spiders? Maybe the denizens of Manhattan would open their morning Bugles tomorrow and crack up.

At least, they might if not for the fourth figure. The woman dressed in her own costume, matching the Green Goblin's. The woman who was now motionless and glassy-eyed in the Goblin's arms. The Goblin was visibly struggling against his latex mask. It hadn't actually been designed to make any face but a grin.

Peter looked to Harry, but between the rain and fog, his expression was impossible to read. Then Peter looked back to the Goblin.

The mask's intended face had won out. "Finally, the old ball and chain's off my foot!" His voice made Peter flinch. It'd gone back to its usual raspy bounce, though it was maybe a note more strained. "I've been *looking* for excuses to whack her." With a casual toss, the Goblin sent Emily flying over his shoulder. She'd have tumbled off the side of the pillar again if Harry hadn't cried out in horror and caught her. "You've helped me out today, Peter. I appreciate that. I *really* do. And that kind of charity can't go unrewarded." He held out a palm, feigning as if Peter had spoken. "Don't try and talk me out of it, now. I insist. You've been such a pal for me, the least I can do is *return the favor*."

Lightning chose that exact moment to flash again. In the next blink, when the sheet of whiteness was gone from Peter's eyes… so was the Goblin.

"What? Where-?" Instantly, Peter was running around the pillar, getting a three-sixty degree view of his surroundings. But with this stupid storm, it was impossible to see more than a four foot radius. He at least confirmed that the Green Goblin's glider had vanished alongside its owner. Now only two of the things circled the pillar.

Shoom. And the moment Peter got too close, one of the remaining gliders dashed at him. Emily's. Through the wonders of spider-sense, though, Peter was able to send a fist through its hull before it could get too close.

The glider crashed to the road below, becoming a fireball, and Peter spun back to the center of the pillar. Harry had set his mother down on the rain-soaked stone.

"He ran? He's not trying to kill us?" Peter stepped forward. "Then what did he mean, 'return the favor?' Harry?"

"I'm not sure," said Harry, his back to Peter. "Maybe the stress of the situation's caused him to finally *snap?*"

Peter's spider-sense blared again right as something round and orange flew at his face. "Harry-!" He managed to backflip off the pillar before the bomb scattered his pieces everywhere, then yanked himself to its side with a quick web. Peter climbed back to the top only to discover both Harry and his glider had vanished, leaving his mother's body behind. *Spider-sense again.*

Like a battering ram, Harry's glider smashed into Peter's back, and then the two of them were hurtling through the air together.

"For future reference-" Harry's bouncy goblin voice had returned. "-if you wanted to fix our friendship, killing my mother wasn't the best way to-"

"Oh, of course. Of courrrrrrrrrse." Peter struggled to dislodge himself, but the force of the falling kept him pinned tight. "You're an adherent to supervillain rule one, 'blame everything on Spider-Man.' It's printed in big letters in the handbook-" *Smash.* Now Peter had a glider in his back and concrete in his front. "Ow."

"I think once I'm the sole leader of Oscorp, I'll hang your torn up mask behind my desk." Harry stomped a foot on his glider, causing a pumpkin bomb to spring into his waiting hand. "So I'll have something to make me smile each morning."

"H-Hey, come on-" Despite Peter's best efforts, the glider wouldn't budge. "-what's wrong with cat posters?" *Thwip.* A sudden web-bullet knocked the bomb from Harry's hand, causing it to detonate only a few feet away from him. Guess that was a, err, new trick Peter had picked up lately.

"*Gah-!*" Harry was sent hurtling off his glider and onto the road, and Peter was finally able to shove the aforementioned glider off himself.

"I don't want to hurt you-" Peter dusted himself off. "-so don't make me." Before Harry could even think about pulling himself to his feet, Peter was at his side to weave him a nice, comfy web-blanket. "Listen, I *get* what you're going through. A little too well, really. And…" Peter bowed his head. "…I know you've been in pain for a while now. I should've noticed a lot sooner, and I'm sorry. I let you down, Harry."

Harry had been struggling against the mixture of web-fluid and Gob-web residue, but now he grew still.

"But I didn't kill your mother." Peter faltered. "I just failed to save her. If you want her avenged, *I'm* not the one to go after." But after a moment, Peter gathered his resolve and knelt down, meeting Harry's eyes. "You have to tell me who the guy in the Green Goblin costume is. Hired thug? Clone of your dad? Your mom's new boyfriend? Where does he live? What resources does he have? Give me something to work with."

Harry opened his mouth. "He's…" His voice barely carried over the weather. Peter had to strain to hear. "He's-"

"*Freeze! Hands in the air!*"

"What?" Peter's head spun to the front of the bridge. There he discovered a small squad of those Hulkbuster S.H.I.E.L.D. agents descending towards him on jetpacks, and every last one had aimed their plasma cannons right at guess-who.

"Hey!" Peter sprang back, hands in the air. "What gives? I'm one of the good guys!"

An agent touched a finger to the earpiece in his helmet. "We've found them, Fury." He paused for instruction. "Understood, sir." His attention returned to Peter. "You'd better come with us, kid."

"Tell your boss I don't need bodyguards!" Peter snapped.

"Yeah, we're not bodyguards," spoke up another agent, cocking his weapon. "The major crisis is averted now, and you're an unregistered vigilante. You're our new priority."

Oh, that was right, the public still saw Spider-Man as a menace. Peter didn't suppose he could pinky promise these guys that Captain America had totally agreed to make him an official Avenger before kicking the bucket?

"Now we'll ask you again to come with us."

Well, Peter *could* do that. "Rrrgh! I don't have time for this!" Or he could just dive into the East River, ducking gunfire, and swim around them all. *Splish*.

Wednesday, August 10, 2016, 11:01 P.M.

Peter had tried to web-swing all the way up to Midtown, but he ended up having to stop on the side of some building in Little Italy to catch his breath. Let's tally his injuries again: dinosaur bites, robot zaps – from three different types of robot, no less – and, um, he wanted to say there'd been something involving wheels. Peter couldn't even remember it all anymore. He only remembered the dinosaur bites because that part kinda stood out. But at this point, everything else that'd happened these last few days was a blur. Peter could barely lift his head, let alone web-swing. And his leg was killing him again.

In the distance, Peter saw Yellowjacket looming over the skyscrapers, complete with little specks swirling around his head that must've been all the other superheroes. Peter supposed he could run over there and ask them for help finding Gobbie… if he was itching to be dismissed and belittled again. The other heroes no doubt had *way* more important things to do than worry about the loved ones of some random "unregistered vigilante."

Loved ones. That had to be what Green Goblin had meant by "return the favor." Except all of Peter's friends and family were safe. Had Peter forgotten anyone? Had Hobie Brown considered himself Peter's best friend in the whole wide world, and now Goblin was showing up at the poor guy's bedroom to murder him while cackling about how his revenge was now complete? Or had Goblin not been aware that Peter had gotten all his friends and family to safety? Surely Oscorp had had people monitoring them? Was Gobbie right now making the unpleasant discovery that there was no one left for him to hurt but random people? Did he have some secret master plan way too advanced for someone of Peter's IQ to grasp?

Or, craziest scenario of all, was he nothing but a gibbering, drugged-up lunatic acting at total random?

Phht. What was Peter so worried about? Whoever was parading around in the costume this time was nothing but another Hobgoblin-esque, Norman Osborn wannabe. But then why was the hair

on the back of Peter's neck standing on end? Why wouldn't his heartbeat slow? Peter took a steadying breath. Everything was okay. Everything was okay.

…Unless, of course, Oscorp had at some point slipped tracers or miniature Spider-Slayers or something on Peter's, Gwen's, or MJ's clothing. Or what if Oscorp had poisoned their food, and it'd been lying dormant in their blood streams all this time, and now Green Goblin had run off to spring the poison's trigger, and Gwen and MJ were keeling over dead right this second? What if Oscorp had planted microchips in their heads while they slept, and now their heads were fixing to explode? And sure, the Fantastic Four had scanned them for all that kinda stuff, but what if Oscorp had a way to trick their scanners? Somehow? Anything was possible!

And speaking of "anything was possible," Peter knew now that magic existed. Heck, he'd seen a Doombot cast a spell right in front of him that one time. Oscorp had hired a telepath – What was stopping them from hiring a court magician, too? Using some good old-fashioned "scry and die" tactics to pop into the safe house and kill everyone inside?

Oh god. Peter had to get back there! Before it was too- No, wait, Invisible Woman had said they'd built that safe house specifically to protect loved ones from Doctor Doom, and Doom was a magic-user, so then the Fantastic Four had probably lined the place with Nth metal or something. NO, WAIT, Nth metal wasn't real! That was just in comic books!

Peter tried to breathe again, but he was less successful this time. What was he doing sitting here, hanging off a wall by his butt? He had to move! So what if his arms were threatening to secede from the rest of his body? Without another thought, Peter slung another web, praying all this rain wouldn't wash out the adhesion, and then he swung for all he was worth towards the Baxter Building. Stupid safe house blocking phone calls…

Damn it, why did humans have to be so delicate?

Wednesday, August 10, 2016, 11:13 P.M.

Peter glanced over his shoulder again to triple-check, but there were no goblins in sight. Still, Peter didn't allow himself to exhale until the doors to the Fantastic Four's HQ whirred shut. This place was basically like the Batcave, only with skylights to let some actual sunshine in (so really, nothing like the Batcave at all). Everything was painted white, black, and sky blue to match the team's colors, and the chamber was filled with countless, quirky sci-fi devices Peter was scared to touch. There was even a platform for the Fantasticar to park on, though the car itself was out and about at the moment.

But Peter wasn't here to sightsee. The instant he was inside, he went straight for the elevator in the corner of the room, then pressed the button for the very bottom floor. He knew he was fine now, but Peter couldn't help but feel a chill as the doors slid shut.

Now all he had to do was wait for the elevator to reach its destination. He stood in place and listened to the faint, bland music playing. Peter tapped his foot. He had to fight the urge to pace in circles. There was plenty of space for it – The whole building had been tailored to accommodate the Thing. This elevator was only slightly smaller than the Spider-Family's living room.

After approximately forever, the doors slid open, and Peter dashed out the elevator, only to be greeted by yet another door – the first of the reinforced steel ones blocking the gray, barren hall. Peter hurried over to a video screen at its side. Then he took yet another breath, hovered his finger over a button, prayed the person who answered wouldn't be green, and turned the camera on.

The screen flickered to life, and Peter was happy to report there were zero goblins on it. Instead, it

displayed the wonderful, wonderful sight of four lovely ladies seated on a couch in the safe house's entry room. After a moment, the loveliest of all the ladies turned her head, noticing the camera.

"Peter!" In milliseconds, she was shoving her face onto the screen as MJ, May, and Reilly crowded around her. "Oh, thank god. The stupid news was only showing the Avengers versus Dark Avengers smackdown." Her soft, songlike voice flooded out the intercom. "What happened? Are you okay?"

One recap later, Gwen was giving him a concerned frown. "He just ran?"

"Yeah." Peter nodded. "Guess he'll be back to menace us another day. It's not like these goblin types have never done that before, but this one knows my secret identity, so…"

"What," spoke up MJ from over Gwen's shoulder, "are we supposed to spend the rest of our lives in here?"

At this, Peter sighed. "At least until this guy's caught. But Oscorp's been totally exposed at this point. It won't be too much longer, I promise."

"But what will you do now?" asked a trembling May. "Are you going to help the other heroes fight those- those Dark Avenger people?"

"I guess so." Peter glanced away. "Not sure how much help I could give against Yellowjacket when he's the size of Wilson Fisk's Twinkie budget, but there could still be people in danger from, like, falling rubble or something. I should probably get back out there."

"Uh, are you sure, bro?" Reilly pursed her lips at him, examining what was left of his mask. "No offense, but you look like crap."

"Thanks, sis." Peter gave his most sincere smile. "But… actually, y'know what?" Whatever had been passing as his smile, though, soon vanished. "Something feels really off about all this. The Goblin's gotta have a plan, right? Maybe it'd be better if I stayed in there with you guys. To keep an eye on things."

Gwen's relief was palpable. "Oh, I think we're all a hundred percent in favor of you staying. You could use a rest."

"Can't argue with that. See you guys in a sec. Love you, Gwen."

"Love you, too."

The two smiled like idiots at each other for longer than Peter would like to admit. Eventually, though, he shut the camera off and said, "*Franklin.*" On command, the reinforced door folded up into the ceiling, followed by the one behind it and the one behind that one and the one behind that one. At the back of the darkened chamber stood the safe house, illuminated by ceiling lamps. The light at the end of the tunnel.

Peter had thought he'd been about ready to collapse, but when he saw the gorgeous blonde with the black headband and summer jacket, he found himself sprinting her way – as she did his way. Already, Peter was forming plans. This place had a bed, right? Peter was gonna get some serious nap time in, and Gwen would be serving the role of his teddy bear. And best of all, they had the perfect excuse to exclude MJ, seeing as Aunt May was here.

It wasn't that Peter had anything against Mary Jane, of course. She was great, too, in her own way, he supposed. It was just that, y'know, these past few days had been a nonstop MJ-fest, and,

while Peter was sure she'd give him and Gwen some space if he just asked, the request had thus far proven hard to articulate.

But already, things were working themselves out. Gwen was sprinting across the entry room's carpet to meet him, and the safe house doors were slamming shut behind him, and Peter could practically already feel the soft blankets… Gwen's even softer skin…

They were less than six inches from each other when Peter's spider-sense went off. "*Wait-*"

Something hit his side. Something with enough force to knock him off his feet, send him tumbling across the carpet, and then keep him there. *What was-?* Peter could barely move. His whole body was covered in a cold, sticky, and sickeningly familiar substance. *Gob-webs.*

"*Surprise!*"

Screams filled the room. Near the ceiling, a face had appeared, though Peter had to strain to watch it with this stupid gunk on his neck. At first he thought he was seeing things. How else could the Green Goblin's smug, disembodied grin be hovering before them?

But gradually, the rest of his head appeared, and then came his neck, his torso, his arms, his legs… and finally his glider.

Gwen didn't wait for him to fully form before sprinting for a door, but a couple blasts of Gob-webs sealed off all the exits. Then the Goblin turned his glider's barrel towards Peter, firing a couple more globs to keep him nice and pinned.

Peter swore at him, but that only earned his mouth its own splotch of goop. His body must've been pumping five times the usual levels of adrenaline, but it still wasn't enough. *This wasn't happening.* He could stop this. He didn't care how or why. He just needed to *stop it.*

"Oh, Peter Parker, never stop being an endless well of dramatic irony." The Goblin circled the room, and each time a woman flinched, his smile widened. "You used invisibility to sneak your girls out here in the first place, didn't you? Did it really never occur to you that my suit might have a fancy new cloaking device of its own? One that can fool the most cutting-edge of security systems?" He vanished again for a second to demonstrate. "But then I suppose you're not in your soundest state of mind tonight, are you?"

MJ tried to hit him with a reading lamp, but an offhand blast of finger-laser cleanly bisected it.

"And you know the best part, Petey-O?" The Goblin's eyes went from one trembling girl to the other. "I couldn't have done this without you. I had no idea where you'd stashed these chumps, but you loved them so much that you led me straight to them! I almost gave myself away, I wanted to laugh so badly." He showed that restraint no longer. "This is too precious. I can finally- *Alright, hush, that's getting old.*"

Aunt May had started to wail, but she was silenced by a hand across the face. It prompted screams of rage from the rest of the family.

"*You don't touch her-!*" Reilly sprang for the Goblin's neck, but a finger-laser blasted her back.

"Ooh, not in tip-top shape, are you, Reilly?" The Goblin clicked his tongue. "I'll deal with you in due time, my traitorous little clone daughter. But as of right now…" His sights changed to the other two girls in the room.

Gwen and MJ weren't the only ones to scream – Peter caught the horrified, confused voices of the Fantastic Four's friends and family from the other side of the doors. They were trying to break

them down from the sound of things, but it was pretty futile in light of the Gob-web coatings.

No other help was coming. Just Peter.

By now, the Goblin's glider had backed the remaining two girls into a corner. There was little they could do but let the Goblin grab each of them by the wrists and dangle them off the carpet.

"Where to even begin?" He cackled to himself. "Hmm, killing everyone you love all at once seems wasteful, doesn't it, Pete? It'd be over so quick." He cocked his chin, frowning for a second, but then his face lit up again. "I've got it! I'll just kill the girl you love more, and then you'll be stuck with your second choice. Now *that's* funny!"

Okay, okay, this was something – Peter had stretched his Gob-web bindings so tight, a couple strands were on the verge of snapping. He just had to… *keep… going…*

"But who was that again?" The Goblin was muttering to himself. "I know this one. I want to say it starts with a 'g.' Grace? No, that's not right… Glory?"

Peter was almost out. Almost…

"Wait, I remember!" the Goblin suddenly cried. "Gwen! But, err, which one was she? Like I said, I'm no good with teen love drama." His yellow eyes went from one dangling girl to the other. "Hmm, they're both wearing foundation… Pardon me, ladies, but which of you is Gwen Stacy?"

Peter wanted to snap that the Goblin had no doubt spied on their video chat a second ago, that he knew darn well who Gwen was, but with the gunk over his mouth, Peter could only watch the girls squirm in the monster's grasp.

The moment after the Goblin finished his question, one of those girls burst into hysterics. "*Don't hurt me. I'll do anything. Please. Please don't hurt me.*" Her chest convulsed, and her breath came in constant, ragged bursts.

But that only made the Goblin's smile all the wider. "Well, that settles that." He dropped the remaining, stunned-looking girl back down, then plopped his target over his shoulder. "Now let's get going, dear Gwenny." The glider neared the reinforced doors. "We've got some traveling to do."

"*Mary Jane… take care of Peter for me.*" The girl in the Goblin's arms wiped her eyes, then took one last, longing gaze down at the blonde girl standing paralyzed on the carpet.

"*Franklin.*" The Goblin rubbed his hands together, giddy as he watched all the steel doors whir open.

Peter, meanwhile, stared at the Goblin's hostage. His stomach churned at the realization, but Peter couldn't deny… he felt the tiniest bit less tense now.

Until a clear, steady voice called out, "*Stop.*"

The glider halted its journey.

"She's tricking you." The blonde clenched her fists. "*I'm* Gwen Stacy."

"Gasp!" The Goblin's eyes went from the blonde on the carpet to the redhead in his clutches and back again. Then they went to Peter, still struggling against his slime. "Ooh, that look on your face is confirmation enough." The Goblin waggled a finger at the scowling Mary Jane. "You really had me going there, missy. You should be an actress." He tossed her back in like an underweight

fish, then moved towards his real catch.

Gwen didn't try to flee. There'd be no point. Instead, she stood straight, fists still clenched, and stared him right in the eye.

The Goblin gave a polite bow before hoisting her over his shoulder. "I knew that was really Mary Jane, of course. I was just testing you." The glider sped off down the gray hallway.

It was the last adrenaline spike Peter needed. The Gob-webs exploded around him, and he hadn't been free for an instant before he was tearing down the hall, ducking under steel doors that threatened to smash shut on his head.

By the time Peter reached the elevator, its doors had already shut back. The next second, those doors were torn free, and Peter was sprinting up the shaft.

Wednesday, August 10, 2016, 11:24 P.M.

Gwen was freaked out. On some level, she knew she was. She had to be. Yet an unnatural calm had washed over her body. It felt like her brain was operating at peak efficiency.

She looked at the man across from her in the elevator. The man dressed in a goofy costume, standing on a glider, and humming along to the faint music. He'd set Gwen down for the duration of the ride, secure in his confidence that there wasn't a thing she could do to hurt or hinder him. And his assessment would be right. If Gwen tried to fight back in the slightest way, he could always just lose his patience and kill her where she stood.

But there was still an action Gwen could take. "This won't bring her back, Norman. There's no point to it."

The humming came to a stop. The man's fake yellow eyes fell on her. Had her guess been right?

At first Gwen thought he might hit her or at least make some smart remark. But instead, he spoke in a voice that was utterly alien when placed in the mouth of that mask: "You took an English class in that little school of yours?"

"Yes," said Gwen, pushing her glasses up her nose.

"Then I'm sure you know… stories, poems, all kinds of literature… They have structure to them. Every element has its place, every piece has its purpose, and in the end, it all comes together to create meaning. Like playing music with human thought." The man paused. "Real life doesn't work that way. Real life is nothing but chaos. Meaningless chaos. But then, so is a poem before you write it."

"Well, I think you could stand to be a better poet, then."

She earned something of a laugh from him. The man took another look at Gwen, though she had to fight down a shudder. "You're a lot like my Emmy," he said. "She'd find that fitting."

Gwen opened her mouth again.

But her words were drowned out by the screeching of metal. A red fist had just erupted from the elevator floor like a chestburster alien

Peter started to pull himself through the gap he'd made… only for the man in the goblin costume to snatch Gwen up again, blast his way out of the elevator with a pumpkin bomb, and then soar

straight up the shaft.

In the remains of the elevator below, Peter screamed his frustration.

Gwen tried to yell something reassuring down to him, but she couldn't breathe with her captor gripping her this tight. He was robbing her throat of the words.

Wednesday, August 10, 2016, 11:28 P.M.

The amount of variables in Goblin's favor made Peter's head spin. If Ultron hadn't invaded, thus forcing the Fantastic Four to smash all their security H.E.R.B.I.E.s… If Ben Grimm hadn't been turned into a giant rock monster by space radiation, thus forcing the Baxter Building to make their stupid elevators large enough to accommodate a goblin glider…

By the time Peter reached the top of the shaft, the elevator entrance had been mysteriously totaled, and with the traces of pea green smoke still wafting through the air, it didn't take Holmes to crack this case. Peter dived through the gap, landing back in the FF HQ. The sight of glass shards (or whatever sci-fi equivalent the Four deployed) littering the ground sent Peter's head upwards.

The next instant, he'd pounced out the remains of a skylight and returned to the storm-shaken city outside. At this hour, the only light came from the occasional flash of lightning and whatever streetlights hadn't been knocked out yet. Manhattan's main crisis may have been averted, but sirens still filled the air with a constant wail.

Peter didn't even have to think about where the Goblin might have taken her. The moment he'd shot his web, he swung straight for the place. And all the while, he fought down memories of the last time a Green Goblin had put Gwen in danger because of Spider-Man. Or the time the Jackal had put Gwen in danger because of Spider-Man. Or the time Doctor Octopus had…

Wednesday, August 10, 2016, 11:39 P.M.

A pair of spandex-covered boots touched down atop the pillar of the Brooklyn Bridge, though they nearly slipped off the rain-drenched stone. The S.H.I.E.L.D. agents must've taken Emily's body and left by now. It was only Peter, Gwen, and the Goblin here.

The Green Goblin hovered across from the pillar, dangling Gwen by her arm. Gwen's eyes were open. She looked almost serene.

"Well," said the Goblin, "isn't this a familiar-? No, wait, actually, I believe my Emmy was dropped from a little more to the right." He scooted his glider accordingly. "There we go. *Now* it's a familiar sight."

The motion caused Gwen's glasses to fall from her face. They plunged into the icy depths below.

Peter said nothing, merely readying himself. The fight hadn't even started, and already his muscles were fixing to give out on him.

"Speaking of 'familiar,' I believe Harry tried a similar stunt with Gwenny during his first ride on the big boy glider, didn't he?" The Goblin shook his head. "And now, as per usual, I have to show him how to be a *man.*" He let go.

Gwen sped to the waters like they were pulling her. But Peter, of course, was ready. He lurched over the pillar's edge. He fired his web-shooters.

The line snagged Gwen's ankle. *Swik.*

Then another line snagged her other ankle. *Swik.*

Then another pair got her elbows. *Swik, swik.*

Then a handful more trailed up her spinal cord all the way to the neck. *Swik, swik, swik, sploosh, swik.*

Gwen's body was left spread-eagled, rocking back and forth in the winds like a really screwed up tire swing.

"You okay, Gwen?" Peter ripped the bundle of web-line from his shooters so he could stick them all to the stone beneath him.

"Y-Yeah," she called back. "Blood's rushing to my head, but I'm good."

Peter took the biggest exhale of his life, then pulled himself back to his feet to find a notably displeased-looking Goblin hovering before him.

"Did you *honestly* think that was going to work?" Peter cracked his knuckles. "Did you think I'd make the same stupid mistake twice in a row? Well, I've gotta thank you for teaching Kaine that 'web-all-the-joints' trick. It distributes body weight evenly so there's no whiplash, and that's *SCIENCE, BITCH!*"

He shot through the air so he could introduce his knuckles to Gobbie's jaw. *Crack.* And then again. And again and again and again as the Goblin's glider spiraled downwards. Eventually, though, the Goblin was able to retaliate with his finger-laser. *Shoom.*

Peter was blasted off, leaving him free-falling head-first towards the water. But that wasn't all the blast had done. See, it'd hit near Peter's waist, and the resulting impact had popped some of his utility belt's pouches right open. Countless knickknacks sped towards the river, passing right in front of Peter's eyes. Spare spider-tracers and web-fluid cartridges, the camera that'd once been his pride and joy… and then the item that'd stolen that status.

"*No you don't.*" *Thwip.* A dab of webbing collided with the little ring, knocking it through the air… and onto Gwen's dangling hand. Peter had been, uh, hoping it'd slip right on her finger a la Fellowship of the Ring, not get glued sideways on her palm, but he'd still consider this a bullseye.

Oh, and now that the ring was safe, Peter probably oughta save himself from falling to death. *Thwip.* With a fresh web-line, he swung himself around the pillar and landed on the side of it where his lady love was dangling.

Peter cleared this throat. "Hey."

Gwen arched an upside down-eyebrow at him, lips curled, and then pointed with her eyes to the freshly-glued item on her hand. "Peter, what's this?"

"*Um, uh, um…*" said Peter.

And after that, they didn't really have to say anything. There wasn't time to, anyways – The Green Goblin was swooping in for another pass at them.

"Why must you insist on ruining things for me?" the Goblin called out. "You're a horrible person, you know that?"

“Oh no, I’m drowning with guilt.” Peter positioned himself in front of Gwen, pinning her to the wall behind him with his limbs. When Gobbie got too close for comfort, Peter knocked him away with a kick.

It was an effective strategy for a while, but eventually a lightbulb flashed over Gobbie’s head, and then he clicked a button on his pumpkin-themed belt. In a blink, he went invisible.

But Peter had already devised a counter-plan. He hugged Gwen even tighter to him. She was so close, she was virtually a part of his body now… meaning that when his spider-sense tingled for one of them, it tingled for both of them.

In this manner, Peter again managed to kick Goblin away – and he even did it with enough force to short out Gobbie’s new cloaking gadget, apparently, meaning the world was no longer deprived of seeing the guy’s pretty face. Hurray.

This time, Gobbie was sent plummeting off his glider and onto the bridge below. Then Peter gummed up the glider’s exhaust ports with a couple web-bullets, causing it, too, to fall from the sky and vanish into the darkness.

The loving couple was alone again. “Okay, time to get you safe-”

“No, wait, look!” Gwen again pointed with her eyes, this time to the bridge below. It seemed Gobbie had peeled himself from his crater, and now he was taking out his frustration on passing cars… via pumpkin bombs.

“But-” The words caught in Peter’s throat. He wasn’t actually sure how he’d planned to finish that sentence.

“*Peter.*” Gwen gave him a look he’d come to know too well, and the lack of glasses only amplified it. Made her seem older, somehow. “Go. I’ll be here.”

“…You’re right. Love you.” Peter stole a kiss, and Gwen sneezed on him because she was getting rain up her nose, and then Peter smiled and released his grip, leaving Gwen dangling again as he dropped off the pillar.

Peter touched down on the road a bit more gracefully than Gobbie. But when he got there, he found the Goblin waiting for him. All around them, plumes of green smoke hid the remains of cars and their passengers.

Peter readied himself. “No more of this.”

He was the first to move. His fist flew towards the Goblin’s grinning face, but the Goblin caught it, crushed it in his own, and kicked Peter aside. By the time Peter was back on his feet, a pumpkin bomb was headed his way. Peter dodged, but not fast enough to outpace the blast wave. He went skidding across the pavement, which, by the way, tasted like wet, crunchy dirt.

The Goblin charged at him, but this time Peter was ready. His fist turned the Goblin’s face concave, and then his other one did likewise to Gobbie’s chest and stomach.

The Green Goblin hissed and reached for his pouch. Out came a handful of razor-pumpkins. Some of them sailed towards Peter’s face, which was acceptable, but one of them flew all the way to the tip of the pillar above, which wasn’t.

The blade cut a couple of the strands holding Gwen in place, but an added benefit of that “web the joints” strategy was that it gave her suspension plenty of redundancies. Only a couple webs got severed. Still, the sudden lack of support might’ve caused the other web-lines to gradually start

snapping-

"*Nice try.*" *Ffffft.*

-but a quick blotch of web-fluid pinned the severed strands to the stone behind them, securing Gwen in place. She'd only slipped for less than a second.

But while that'd occupied Peter's attention, the Goblin had lobbed another bomb. There was a noise that was both explosion and laughter, and when Peter's ears stopped ringing, he discovered where he'd landed – right inside the tunnel formed by the pillar's forks. Peter tried to return to his feet again, but he, uh, wasn't as successful this time.

The Goblin strolled towards him into the shadows. "Misery, misery, misery, that's what you've chosen." He shook his head. "I offered you friendship, and you spat in my face."

Peter made it it his feet. A fist to the stomach sent him back down. Then a knee to the underside of his chin sent him back up. And finally, some knuckles across the jaw sent him down again. Now Peter was on his back, and the Goblin was climbing on top of him to pile on punch after punch after punch.

The truth was, for as many goblins as Spider-Man had whooped in the past, these last few days had driven him to exhaustion, whereas Gobbie here had spent most of his time lately just chilling on his glider. It was like the supervillain equivalent of a Segway. Heh. That was a pretty good quip, actually. Peter would've used that one… if his mouth hadn't been otherwise occupied by the Goblin's fists.

Peter tried to pull himself away on a web, but that only got the Goblin's kick to land even faster. Next he webbed up the Green Goblin directly, but the guy tore through the stuff like it was paper. The kick to Peter's ribs went uninterrupted.

So yeah, safe to say that by now, Peter was little more than a squishy mound of bones and blood. With the final reserves of his strength, he raised a web-shooter.

And with the plentiful reserves of his own strength, the Green Goblin crushed it under his boot. "You've spun your last web, Spider-Man. Had you not been so selfish, your little girlfriend's death would've been quick and painless, but now that you've really pissed me off…"

Peter hadn't realized that mask's grin could get any wider.

"…I'm gonna finish her *nice* and *slow*."

Wednesday, August 10, 2016, 11:48 P.M.

Another second, and Pym's fancy, giant-sized ray-gun would've left Nick Fury the size of a pea. As it stood, though, Fury simply ducked the blast (causing Miss Marvel behind him to become pea-sized), then used the thrusters of his Hulkbuster armor to propel himself through the biting winds until he was near the roofs of some buildings, which was roughly where Pym's waist went up to. If Fury could get a clean shot, he could overheat those Pym particles, and then Pym's safeguards would kick in and return him to normal size. Preferably before he kicked over any more buildings.

This was going to require perfect concen-

"Fury!" yelped a voice in Fury's ear.

Despite this being a radio transmission, Fury liked to think the agent could tell he was rolling his eyes. “Yes?”

“The Green Goblin’s been located, sir. He’s on the Brooklyn Bridge with Spider-Man, and- *Oh my lord!*”

“What?” snapped Fury. “What is it?”

“He’s beating the crap out of him!”

No. If the stupid kid had just cooperated with those agents before… “Well, what are you waiting for? Get the boy some backup!”

“Um, no, sir, I think you misunderstood me.”

Wednesday, August 10, 2016, 11:51 P.M.

Peter’s fist collided with the Goblin’s grimy green gut again, and then again and again and again.

Spider-strength, if I ever needed you, it’s now.

And again and again.

Don’t bum out on me. I’ve got to put everything into this next one.

And again and again.

You understand, spider-strength?

And again.

Everything I have.

He didn’t stop until the Goblin ceased trying to counter-attack. Until the Goblin was huddled against the tunnel wall, holding out a hand and whimpering, “Peter! Stop! Stop! It’s me.”

Peter halted the next blow. Not ‘canceled.’ Halted.

With trembling hands, the Goblin peeled off his mask to reveal a bruised, bloodied, yet no less punchable mug. The mug of Norman Osborn. He stared at Peter with wide, wild eyes.

“So you *are* alive.” Peter’s voice scared even himself a little. “How-? Actually, don’t answer that. I don’t even care. I don’t care how you survived, I don’t care how you went from wanting me dead to wanting to mentor me to wanting me dead again, I don’t care if you found out my secret ID when I gave Warren my DNA or if you knew before then-”

“Oh, I’ve known ever since Venom blurted it out on the news. My surveillance through your Osberry then confirmed my suspicions.”

“*I KNEW IT-!*” Peter caught himself. Whatever. Whatever. “And I care *least of all* about what your stupid plan I ruined was supposed to be-”

“Ruined?” Norman snapped. Ah, of course, he couldn’t stay too pitiful-looking for long. “Peter, tonight has gone *beautifully*. Did you *see* what Harry has *done?*”

Peter let out a huff. “Get drugged and brainwashed by his crazy dad but then double-cross him?”

“Yes! Yes, exactly! He took charge of his own life, and he made me prouder than I thought possible.” For a moment, Norman’s frenzied, gray-blue eyes grew distant. “Imagine the public’s reaction when it comes out that poor Harry was abused and manipulated at the hand of the most powerful supervillain since Doctor Doom, but through his indomitable willpower and righteousness, the Iron Patriot joined Manhattan’s superheroes in battling the Green Goblin’s invasion, taking the Oscorp empire all for himself and turning the company legitimate.”

“And destroying all that work you did to become the Big Man?” said Peter. “To make Oscorp the very best like no one ever was at creating super-mercenaries?”

Norman only laughed. “You think I care what side of the law Oscorp operates under at the end of the day? It doesn’t matter if Harry becomes the next Doctor Doom or the next Captain America – just so long as he’s *somebody*. So long as he’s *powerful*. I promised I’d educate you on how the world works, Peter, and I will. This struggle you’ve thrown yourself into, superheroes versus supervillains, it will go on *forever,* Peter, with or without you and me. Shut down Tombstone and the Kingpin rises to power. Redeem Octavius and some other freak like Martin Li crops up. Kill *me* and Kingsley throws on a goblin costume. It’s not *meaningful*. But we can *make* meaning *from* it.” A smile crossed Norman’s bloodied lips. “Decades from now, my son’s name is going to be spoken in the same breaths as Steve Rogers’s and Tony Stark’s!”

Norman had grown quite enthused, but Peter only grew quieter.

“My legacy is secured, Peter, and there can still be a place for you in it. Kaine told us everything. That spider-themed tower you want in the skyline? The respect of Manhattan’s other heroes? It can be yours. Those people don’t see the potential in you, Peter. Not like I do. Give me your hand.” He offered out his own.

Peter’s stayed still.

“*Peter.*” Norman’s voice grew strained. “Don’t you understand? You’re my son. I love you.” He sat there a moment, chest heaving, staring at Peter.

Peter’s lips were the only part of him to move. “I think people are better off without *your* love.”

The way Norman cried out, he almost convinced Peter he was in pain. “It doesn’t have to be like this, Peter. I love you, and I forgive you for what you did to Emmy. After all…” But it all vanished like a drawing in the sand. “…*accidents happen*.”

Peter’s spider-sense told him to jump, and he was never one to question that thing. In midair, Peter saw something silvery dart past beneath him.

Norman had time to say, “Oh.” It was followed by a *chunk,* then a *whump*.

Peter landed on some rubble that was once a car, then stared at the far wall through the remains of his mask. Across from him, Norman was shrieking. He clawed at the glider connecting his upper half to his lower half, as if prying it out with his fingers would save him.

After only a second, though, the reality of the situation crossed Norman’s eyes, and he fixed them on Peter. A face that’d once been sharp and icy was now rounded and soft. “*Peter… tell Harry… I’m sorry.*”

“Yeah,” said Peter, “like he’d ever believe me.”

Norman died with horror on his face.

Quiet filled the tunnel. Once he was sure Norman really had gone still, Peter climbed off the wreckage, staggering a bit, and made for the tunnel's mouth. Before leaving, he took one last look at the wall. All he saw was a pathetic, broken nobody pinned to it. Peter couldn't help but find it fitting. It was the best death for a proud man – crucifixion on a stake of humble tin.

Poetic.

Wednesday, August 10, 2016, 11:59 P.M.

At this point, Peter was relying on some stray car headlights to light his way. Seemed the weather was causing some major power outages.

Though the slightest movement sent his body howling with pain, Peter climbed the bridge's support pillar. He almost slipped more than once, and he wasn't sure if it'd been on the rain or on his blood. But either way, once he'd made it halfway up, he called out, "Gwen? It's over. He's dead."

A couple more feet. Just a couple more feet, and he'd be at her side again. "Sorry to leave you like this for so long. Bet you're ready to go home, huh?"

Made it. Now all that was left was to pull her to him and rip off all those webs.

"And, hey, uh, Gwen? About the, y'know, the ring… Maybe this is a bad time, but will you marry me? Gwen?"

End of Lesson 12

Credentialism

Lesson 13: Real Life 101

"'***A Serpent!' echoed he; no sooner said,***

Than with a frightful scream she vanished:

And Lycius' arms were empty of delight,

As were his limbs of life, from that same night.

On the high couch he lay! – his friends came round –

Supported him – no pulse, or breath they found,

And, in its marriage robe, the heavy body wound.

– John Keats's "Lamia"

Wednesday, August 10, 2016, 11:56 P.M.

A man descended from the sky onto the dark, eerily empty street, lit only by the headlights of a waiting ambulance. In his arms, he clutched a body.

"Here." He offered it out.

It was taken by a rescue worker. She paused only a moment to smile at the man. "I knew you weren't really gone."

The man gave a bow. "Hank Pym is a dear friend, Jane. We trust him to your care."

After that, the paramedics rushed into their vehicle, and Thor marched down the sidewalk to regroup with his fellow superheroes. Captain America was still fending off hugs from members of the Fantastic Four and X-Men, many of whom had arrived here in the Fantasticar or X-Jet for that express purpose.

Miss Marvel, though, merely gave him a stiff nod. "Army boy."

Cap nodded back. "Air Force girl."

Firestar and Agent Venom hung back from the group, shy. Iron Man hung back, too, but he'd never been shy a day in his life. He was just preoccupied thumbing through his gauntlet's holographic display, upon which was a jumble of technical info comprehensible only to him.

On Iron Man's shoulder sat the miniature Wasp, who was wearing the remains of the Red Wasp's head as a necklace. "So, uh, guess now we gotta figure out how to dispose of clone-god corpse…" She took a somewhat queasy glance towards something splattered across the pavement a bit further down the road.

"Indeed!" Thor let out a hearty chuckle. "My newborn brother was a fierce combatant, but he was no Thor."

“Shush,” Iron Man hissed at them. “I’m trying to figure out… *Oh, called it.*”

“What?” Wasp perked up, curious.

“My body-cams recorded a couple frames of that tritium bomb before it went kablooey, and now that we’re free of the internet-less hell known as the Microverse, I’m running them through my databases.” Iron Man’s holo-screen changed to one of the aforementioned frames. “See those components my scanners highlighted? That’s all made with stuff either Oscorp had access to or that was stolen by Spidercide in the past couple months.”

“So you’re saying it was Oscorp who bombed us?” said Wasp.

“Which is consistent,” spoke a monotone voice, “with my continued assurances that my father Ultron had access to no such weaponry.” The Avengers’ new, brightly-colored android buddy had just phased into view through the wall of the nearest building.

“Yeah, and that’s not the juiciest part,” Iron Man continued, shutting off his hologram. “I had J.A.R.V.I.S. do a real deep probing of the computer systems for every last prison where an Ultron drone was deployed, and he found traces of a slow-acting virus in the Vault’s system… dated from the same day Spencer Smythe broke his kid out of there.”

Wasp gave a start. “Does- Does that mean what I think it means?”

Iron Man gave a nod of his helmet. “The deterioration of Ultron’s mind had nothing to do with Hank’s brainwaves. Oscorp’s been playing us for suckers.”

The Wasp’s gaze fell on the ambulance speeding into the distant darkness. “Well, then…” In seconds, she’d darted off Iron Man’s shoulder to flutter by the ear of Nick Fury, who’d been busy directing his agents through the streets. “…I owe Emily Osborn a visit.” She crackled her tiny little knuckles. “Where is she?”

“Dead,” said Fury.

“Good,” said Wasp. “What about her green boyfriend?”

“He’s at the Brooklyn Bridge.” At this, Fury took a breath – though less like he was nervous and more like he was trying to shoo away a fly. “And… while all of us were dealing with the Dark Avengers, Spider-Man went to face the Goblin alone.”

“*What* did you say?” It was at this remark that Captain America stepped towards them.

“Don’t give me that look, Rogers! My guys tried to grab him before he could do anything stupid, but the kid ran away.”

“Is he still alive?” demanded Cap.

At this, Fury shut his eye. “Yeah,” he said. “*He’s* still alive.”

Thursday, August 11, 2016, 12:00 A.M.

Oh, thank god, the Fantasticar was here. Plus the X-Jet, a Quinjet, and even some S.H.I.E.L.D. helicopters.

“See?” said Peter. “I told you. Everything’s gonna be fine.”

He hurried the two of them over, torn strands of webbing trailing behind his arms. The vehicles had all landed at the bridge's mouth, and superheroes and agents alike were already climbing out.

"Dr. Richards!" Peter made a beeline for the hero with white-streaked hair. The words came out all jumbled. "She's hurt. Please, sir, I think he did something to her. You've gotta help her. Hurry!"

Dr. Richards didn't have much choice but to accept Gwen into his arms. "*Oh lord.* What happened?"

"She- I mean, I- I saved her," said Peter. "Don't just stand there. Inject her with something, or, you know-"

Dr. Richards touched his fingers to the underside of her wrist.

"What are you doing?" The words came out louder this time. Peter didn't notice. "Call one of your medical drones. Get her to the… *I saved her.*"

"Peter." What was going on? The guy's voice had never sounded like this before. "There's nothing I can-"

"*What are you talking about? You're the smartest man in the world.*" He was no help. Peter yanked her back to his own arms. *Stupid…* He could do this without them.

What was wrong with these people? Why weren't they-? The world was going nuts, that was why. World was going nuts. Everyone but Peter.

His eyes went back to the vehicles. More and more "heroes" were climbing out so they could gape uselessly at him in their stupid, bright costumes. Scott, Johnny, Logan, Susan… Some of them Peter didn't even know except by their obnoxious nicknames. There were over a dozen of them here. And every last one was gasping or staring or just generally being unhelpful. Logan sniffed the air, then bowed his head. Jean cried out before her eyes had even reached Gwen.

Why had Peter ever thought-? *Useless*. Every last one of them was useless.

"Okay." He held Gwen to his chest as if one of them might try and steal her. "Okay, fine. I'll do this myself. Like usual. I'll-"

"*Son.*" Someone else stepped towards him. Someone who made the words stop – in Peter's throat *and* in his skull. Gently, Steve Rogers removed his mask, revealing the tidy blonde hair beneath. Framed in the headlights of his Quinjet, he looked almost angelic. "Peter." He held out a gloved hand. "Let me-"

Crack. Steve Rogers hit the pavement. A couple other heroes sprang forward at this, but Rogers stopped them with a hand. He'd already returned to his feet.

"*Where were you?*" Each word stung Peter's mouth.

Rogers said nothing. Again, he held out his hand.

"*Don't touch her.*" *Thwip*.

One of Peter's web-shooters had been crushed, but the other still worked. Not a ton of webbing left in it, but it was enough to reach the nearest building from the bridge's entrance. Enough for Peter to dive over the edge and swing away with Gwen before anyone could think to stop him.

Wind rushed past his head. This was good. Web-swinging helped him think. He'd already formulated a plan, in fact. Even if the other heroes refused to help, Peter could get Gwen to the emergency room. Like he'd done with Flash before. There was one not far from here.

It would've only taken Peter a minute to get there, except that his hand didn't seem to want to grip the web too hard. Before Peter had even realized what'd happened, he'd hit the cement, and Gwen had gone tumbling across the pavement.

"*No. No no no no no.*" Instantly, Peter was at her side. She'd come to rest in a little patch of grass and shrubs planted in front of some parking lot. "I'm sorry, Gwen. I'm sorry. I didn't mean to-"

Overlooking the patch of grass was a street lamp, one of the few that hadn't been knocked out by the storm or tipped over during all the chaos. Like Rogers's, Gwen's face now looked angelic.

Except her eyes. They were open.

"*Hrngh.*" Peter's chest convulsed, and for a second, there was something cold in his throat, but then it was gone. And now Peter was smelling something. Was that the Chinese food he'd had for dinner? Wait, had that been *today?* Earlier today, he'd been eating dinner like everything was normal with- with-

By force, Peter's thoughts were returned to the angel in the grass.

"I'm sorry." His knees gave up on him. "I didn't mean to…" He was in the grass now, too, shoulder to shoulder with her.

She still had a couple dozen web-strands stuck to her. Peter remembered the first time he'd ever made that stuff. It'd gotten all over that ugly brown rug in the basement of his old house. He'd been so proud. And now strand after strand of his creation was running down Gwen's back. Some of the strands were over five feet long, but a couple of them were shorter. They'd been cut.

Peter touched a finger one of the shorter strands, which had long since lost its adhesion. He followed it backwards. It stopped at her neck.

Oh. Peter had figured it out. Now everything made sense. See, Peter wasn't lying in the grass in a puddle of his own vomit, he was lying in that bed in the safe house. And Gwen was acting as his teddy bear. That was why his arms were so tight around her. And that little patter he felt wasn't rain, it was the rise and fall of her chest. He was so tired, and she was so soft, he could stay like this forever. In fact, that was exactly what he planned to do.

Except that at some point, the nightmare decided to grab him and yank him back in.

"Whuh?" The sound of sirens stirred Peter's eyes open. A sea of cars had painted the grass red and blue. The Brooklyn Bridge loomed behind them. Guess Peter hadn't swung as far as he'd thought…

Doors opened, and half a dozen men emerged. Wait. Wait, *they'd found Gwen.* Police and- and reporters. People prying her. Touching her.

"*Get back.*" Peter returned to his feet. Swung a fist. But the action left him lurching, struggling to keep his balance. "Don't you touch her! Don't you…" He felt the grass against his cheek again.

Okay, if fighting was off the table, he'd just have to go with plan B. Peter knelt over Gwen, holding her even tighter to him. If they wanted to pry someone, it'd have to be him. "*Gwen, Gwen, it's okay. I won't let them hurt you.*"

But to Peter's groggy surprise, the man who stepped forward didn't try to touch or pry a thing. He merely said, "Fella…" He was an older guy. Pleasant face. For a second, in the darkness, Peter thought it was Gwen's dad. "I hate to do this to you, but the ambulance is here."

"*An… ambulance?*" said Peter. "*Are you g'nna help her?*" He waited for his reply.

"Yeah, kid," said the officer. "We're gonna help her."

"*Thank you.*" Finally, Peter's grip loosened, and he felt Gwen slide from his grasp. "*But be careful, okay?*" No matter how much he told them not to, his lids were shutting again. "*I promised to be good to her.*"

Thursday, August 11, 2016, 12:44 A.M.

Peter felt the wind on his face, coupled with the steady jostling of his body. He'd have thought he was web-swinging except he was sitting down.

He opened his eyes enough to see Johnny on the seat beside him, wearing a face Peter had never seen on the guy.

"*Bro?*" Peter managed. "*Where…?*"

"You're in the Fantasticar, buddy." Johnny rustled Peter's hair – the same way Peter had seen him do with Reilly sometimes. "We're getting you back to your aunt."

"*Okay… Th…*" Peter wasn't halfway through the word when his eyes shut back.

Thursday, August 11, 2016, 2:03 A.M.

There was a plasma-screen TV in this guest room, plus a queen-sized bed, a minifridge, and a wastepaper basket. The basket was where Peter had tossed the remains of his mask. The rest of his shredded costume, he hadn't yet bothered to remove. In fact, most of the bandages had been wrapped directly over the soaking, stinky spandex.

He lay on top of the covers. Aunt May had offered to curl up with him like she'd done whenever Peter had come home from kindergarten with a scraped knee or a wedgied butt, but Peter had declined. May had been nonstop crying, and Peter didn't think he'd be able to sleep with that sound in his ears.

But then, maybe Peter was worrying too much. The way his body ached right now, he didn't think anything in the universe could keep him from drifting off.

Thursday, August 11, 2016, 2:33 A.M.

The human brain was weird. When you'd forgotten something, it was darn near impossible to remember again, and when you remembered something, it was darn near impossible to forget. It was like, if you ran up to a someone and blurted out, "Don't think about pineapples!" then you could guarantee what they were about to be thinking about. Or- Or it was like that game that'd been annoyingly popular in middle school. The one that was just called "The Game." The rules were… were…

What had Peter been thinking about a second ago? It was gone. He'd lost it.

Hey, you know what was weird about this safe house? The fact that it was, like, a bajillion miles underground. If there'd been a window, Peter might've been able to see Mole Man tunneling through the earth or something.

Man, the ceiling tiles in this place had a really intricate pattern. It was kinda relaxing. In fact, the more Peter stared at it, the more tired h-

Gwen's dead.

Thursday, August 11, 2016, 2:47 A.M.

"Peter, dear?"

"Bro?"

May, Reilly, and Johnny all gave a start at Peter's arrival. He had to be careful where he touched the door to the entry room, though – There was still bits of Gob-web on it.

"Couldn't sleep." Peter accepted a hug from his aunt, then sat on the cushion beside her, right across from the couch where Reilly had curled up with Johnny.

Aunt May started crying again, and so Peter held her tighter. He wanted to murmur something soothing, but he'd promised himself he was done lying to her.

Peter spared the blank TV a glance. They'd had to turn it off. The news wouldn't stop talking about it. It'd been so dark and hectic out there, he hadn't even noticed the stupid copters circling overhead…

Out of the blue, another thought invaded Peter's head. "Hey, wait. Where's MJ?" His eyes darted around like she might be hiding behind an armchair or inside the fireplace.

"She left before you got here." Reilly shifted in her seat, peering at Peter with own bright red eyes. "Didn't say where."

Peter sprang off the cushion. "And you *let* her?"

"What were we supposed to do, chain her up?" snapped Johnny. "We're not keeping people prisoner down here."

"Great. Perfect. Now I have to go get her." Peter started for the reinforced steel door blocking the exit, but May stopped him with a hand on his arm.

"Peter, you're exhausted." Her lip was quivering. "And it's pitch black out. And- And what if some of those horrible robots are still out there, or-?"

"That's exactly why I've gotta go." Peter met her eyes.

May held his arm even tighter at first, but a minute into the staring contest, she relented.

Thursday, August 11, 2016, 3:21 A.M.

Now that the state of emergency had been declared over, every last one of Manhattan's subways was up and running. Peter could only assume it'd been some sort of mandatory thing to help families reunite and put an end to all the chaos. He didn't know. All he did know was that this

was the most crowded subway car he'd seen in his life.

"Hey, man," said the guy in the adjacent seat, "sweet Spidey costu-"

"Go to hell."

"Ohhhh-kay." The guy's attention returned to his phone.

Thursday, August 11, 2016, 4:14 A.M.

It was at the exact moment he reached the door to his apartment that Peter remembered his key had fallen out his utility belt. It was at the bottom of the East River by now. He was about to turn back for the staircase when he caught the faint sound of music seeping through the wood. There was a voice, too, but it was tough to make out.

His curiosity piqued, Peter tried the knob. The door creaked right open. He stepped inside.

"*Suhhhhhhm-day I'll wish upon a star,*

And wake up where the clouds are far behiiiiiiind me…"

Their new widescreen was cranked up high enough to convulse on its stand. Walking towards it was about the equivalent of walking head-on into Shriek or Shocker.

But what really made Peter wince was the couch. Or the girl sprawled across it, at least. She had on the same skimpy summer outfit she'd worn to Peter's birthday dinner, though it was massively wrinkled by now. The way she'd slouched over on the cushions, her torso protruding above her neck, made her hair look like a starfish as it fell over the armrest. Her entire bust was a smeared mess of mascara, snot, and spilled wine. It was hard to hear her over the speakers, but she was singing along to the words between periodic sips from the bottle in her hand.

"*If happy little bluebirds fly,*

Beyond the rainbow,

Why, oh why, caaaaaaaan't-?"

But the moment she caught sight of him, she slouched over, fumbling for the remote, and hit mute. "Heyyyy, Tiger, you just gettin' here?"

Peter stood in place in the living room, stiffened, between the TV and the still-open front door.

"I DVR'd a buncha dumb old movies! C'mon, we should… should…" Mary Jane took another swig of the bottle, only to discover to her displeasure that it was empty. "Oh, wait. Wait wait wait wait wait. Don't worry, I didn't- I- I left some for you. Look." She pointed a finger in the general vicinity of the TV table. "I cocktailed it up and everything."

Peter could only assume she was referring to the glass of pure red wine sitting next to the overturned orange juice jug dripping down onto the carpet.

"This was my *favorite* movie when I was a little girl," said Mary Jane, returning her attention to the screen. "Did I say it was Little Mermaid before? I lied, it was this one."

"Of course." Peter's eyes squeezed shut. "*Of course.* I don't know what I'd expected." He turned away, hand on his brow. "I can't believe *this* is what we did with our time."

“What?” Mary Jane let out a grunt of pure, childlike confusion.

“We barely had any left.” Peter laughed. “And we gave all of it away to some *vapid whore.*”

The screen collided with the back wall, sending shards of glass through the air.

Mary Jane let out this little shriek like a toddler playing in the sprinklers, and then she did something that *really* got Peter pissed – She started giggling.

“But I- I-” She could barely talk, she was giggling so hard. Peter could only image her face right now. “I loved her, too.”

“You loved her, too.” Peter gave the screen another kick, and then again and again until it sparked. “That’s a good one. You wouldn’t care if your own mom died.” Next his foot went for the PS4 lying on the rug. “Now get out of my home. I’d hate to spoil your *fun*.” His heel went clean through it.

It wasn’t until Mary Jane was off the couch and marching for the door that it occurred to Peter that maybe she hadn’t been giggling. But before he could open his mouth again, the loudest slam of his life hit his ears.

Fine. It was better this way, anyhow. Peter had been provided plenty of evidence for what happened when people stayed close to him. And maybe now that he was alone, he could take a shower and then see if he could finally get himself to pass out.

Except that when Peter turned back to the doorway, she was still there.

Thursday, August 16, 2016, 6:04 P.M.

“*And I'd give up forever to touch you,*

’*Cause I know that you feel me somehow*.”

The music was just about the only sound in the whole church. The visitation room had become a garden, there were so many flowers. That was the penance paid by Steve Rogers and… and the other people like him, all of whom had respectfully declined to attend. If any one of them had shown their face, it would’ve caused a scene.

“*You're the closest to heaven that I'll ever be,*

And I don't want to go home right now.”

Of course, if it’d been up to Peter, they’d have been outright barred from attending, but he’d had to fight to get a seat at the table during the funeral planning, let alone any kind of say in the decision-making. And if you thought Mary Jane was allowed anywhere near the discussions, then Peter envied your unsullied optimism. Yeah, *that* would’ve been an interesting relationship to explain to Gwen’s relatives…

At least now Peter knew why Gwen had rarely ever visited them.

“*And all I can taste is this moment,*

And all I can breathe is your life.”

Gwen had picked the song out herself. Her lawyer had kept going on about how weird it was for

such a young girl to have made all the arrangements already. Months ago, in fact. "Conscientious," he'd called her.

The inheritance from her dad was going to Peter. Which really meant it was going into a separate account he'd created just for it, where it would never again see the light of day. Though he was thinking of giving it to a library of something if Aunt May kept refusing to take it.

Flash was here with Sha Shan, though he had again become wheelchair-bound – Peter had politely requested he leave his prosthetic legs with S.H.I.E.L.D. Just about all the rest of the Midtown High gang had been here, too, for varying lengths of time. Ones like Glory and Kong who Peter thought he'd never see again… Teachers, Gwen's bandmates…

Mary Jane's black dress was the plainest thing Peter had ever seen on her body. She was hovering in a weird, three-foot radius from him. Scared to be too close, scared to be too far. Contrast that with Eddie, who was making sure to stay on opposite sides of the room from Peter at all times.

Peter had needed a dress suit – The one he'd worn to Uncle Ben's, Norman's, and Captain Stacy's funerals had long since been outgrown. Mrs. Muggins hadn't been thrilled Peter was missing his rent payment, but Peter had conveyed to her the importance of the situation, after which she'd been too terrified of him to argue.

Peter remembered when he'd seen Uncle Ben's body lying in a church not unlike this one. Back then, Peter's brain had almost refused to accept it. He'd have sworn Ben was just asleep, that he was playing one of his stupid pranks, that he was fixing to spring up out of the casket and yell, "Gotcha, kiddo!"

Peter's brain… wasn't having that problem this time. That wasn't to say Gwen looked bad, though. They'd done a really good job, actually. She had on her nicest pink dress, and her hair was just the way Peter remembered it – He'd been scared they'd go with the silky-smooth version, but he'd always liked it a bit messier – and they'd even remembered the salmon-colored headband to go with the spare glasses Peter had found for… for…

What was he doing? Why was he thinking any of this? This was wrong. She wasn't supposed to be in there. She wasn't supposed to feel this cold. This shouldn't have been happening.

Aunt May tried her best, but there was little she could do to steady his sobs.

Peter stayed that way until it was time to shut the lid. Until Gwen's face, headband, glasses, dress, and ring were hidden from view.

Minimum Wage

Friday, August 17, 2016, 6:42 A.M.

Dawn came pale and unpleasant to the Long Island cemetery. The service had ended ages ago, which was also when Peter had stopped making sound. But only because he lacked the strength. It was that same lack of strength that kept him standing on the grass and staring down, unseeing, at the fresh soil.

Hushed voices spoke behind him. Gwen's therapist – a middle-aged, dark-haired "little person," as she called herself – was murmuring something to Mary Jane. And on Peter's opposite side, the Connors were huddled together with Eddie. Mrs. Connors was consoling him in gentle tones.

Eddie hadn't spoken a word to Peter, but Peter had caught him exchanging some brief ones with Reilly. Even now that Eddie knew about the clone situation, it seemed it was still tough for him to think of Reilly as Peter's exact copy. But then, no one thought of her that way anymore, Peter supposed. She was just so different now. Even Reilly's face was no longer a dead ringer for Peter's – She'd had work done. Enough of a family resemblance had been kept for her to pass as Peter's cousin, but her face had become sharper, prettier.

Another difference between the brother and sister was that Reilly hadn't yet run out of strength. Peter held her, muffling her with his shoulder. They wouldn't be seeing much of each other after today. Reilly was moving to San Francisco, where she'd be attending college. It'd only be a half hour flight for Johnny, but it was a bit longer for Peter, May, and MJ… which Peter imagined was the general idea.

He didn't blame Reilly for the moving or the face lift, though. If he was her, he'd want to be as different as possible from Peter Parker, too, right about now.

Friday, August 17, 2016, 5:11 P.M.

"*FFFFTT! SWIK! SNAP! It's the new Spider-Man action figure with real web-slinging power!*"

The image cut from a plastic toy to a somber newscaster.

"As you can see," he said, "Lincoln Enterprises has been forced to recall all of its Spider-Man marketing and merchandising in light of-"

The channel changed.

Now there was slow-panning aerial footage of Manhattan – or what was left of it, at least. As the camera zoomed in on some rescue workers, a voiceover stated, "In these troubled times, our city needs a leader who's experienced true hardship. A leader who can enact meaningful, lasting change." The image cut to Mayor Waters seated in a darkened room. "And there is no one I would trust more to succeed me in that role than Wilson Fisk."

Block text appeared over her face: "VOTE FISK FOR A SAFE TOMORROW."

The channel changed.

Now it was a buncha talking heads debating something called the "Superhuman Registration Act," which Washington was apparently fast-tracking.

“Who’s going to hold these quote-unquote ‘superheroes’ accountable?” one of the heads asked. “For god’s sake, Spider-Man killed a-”

The channel changed.

Now onscreen, a hideous politician was bellowing, “These mutants are thugs, every last one of them, and we’re getting them out of our country!” Cheers erupted from the massive crowd before him.

The channel changed even faster.

“*The Night Gwen Stacy Died,* a special one-hour report by our own Phil Sheldon. Of the countless atrocities captured by our cameras in the past few days, perhaps none are more striking than the footage – played here at one-tenth speed – of Spider-Man inadvertently-”

The TV shut off.

The doorknob was turning, which meant Peter had to stash the remote under a couch pillow. If Mary Jane caught him again, she’d get all, y’know, fret-y, which was almost has unbearable as how Aunt May had fretted when Peter had announced the cancellation of his college plans.

Peter did his best to look like he hadn’t just been staring at the gigantic, ancient box TV leaned against the back wall. They’d had to get it out of storage. Peter had replaced the HDTV and PS4, actually, and left them on Mary Jane’s bed the other day while she was at work. But when he’d returned from his own work, Peter had found the items’ exact cost in bills lying on the couch where he slept. Then, once MJ had started her hours-long makeup session in her bathroom, Peter had snuck into her room, foraged through her purse, and placed the money in her billfold. He’d found it back on the couch the next day. As of now, the cycle was still ongoing.

“Hey.” Mary Jane shut the front door with a shoulder, then carried forth a pair of paper bags bearing the Wendy’s logo.

“Hey,” said Peter.

“Dinner’s served.” MJ set the bags on the TV table. In a kind of detached, abstract sense, Peter supposed they smelled good.

“Thanks.” The bags went untouched. After a look from MJ, Peter added, “I’ll eat in a minute.”

“If I find it in the trash can again, I’m gonna kick your ass.”

Peter failed to respond.

With a resigned sigh, Mary Jane dug through his bag for him. “Here, at least take the drink – I mixed Coke with grape Fanta. This one’s good. It won’t make you barf this time, promise.” She stuck a straw in a cup, then shoved it in his face.

After a moment’s hesitation, Peter accepted it. A couple sips seemed to satisfy Mary Jane, and thus she allowed herself to plop down in the nearby armchair with a feeble smile.

They’d had that X-Man, Forge, scour the apartment for bugs, by the way, not that there was really anyone left at Oscorp to spy on them after that string of arrests. And once Xavier had recovered enough from his injuries, he’d used Cerebro to rip Spider-Man’s secret identity from the heads of every last employee down to the Osborn family butler. Their telepathic safeguards had all been removed by S.H.I.E.LD. – Some of those employees had even had telepathy-proof plates planted in their skulls, apparently. Any written record of Peter’s double life, meanwhile, S.H.I.E.L.D. had

swept away. The slate had been wiped clean.

That was a good descriptor for how Peter felt right now, actually. Like he'd been a slate crammed full of writing, but then someone had come along with a scrub brush and wiped it all off.

Mary Jane's eyes flitted about the apartment – to Peter's laundry on the floor, the trash piled up beside the trashcan, and the dent in the wall shaped like Peter's fist. Then her eyes went to Peter's lap, upon which rested a pile of shakily-stitched red and blue spandex. She pursed her lips.

"I've been talking to Sophia," Peter suddenly said.

"That's good," said Mary Jane. "You need as much company as you can get right n-"

"She graduated from Xavier's, and her sister's got a new job. Sophia needs a roommate." Peter's eyes fell on the mask lying atop the spandex-pile. Its own big, white ones stared back. "I think you two would really hit it off."

"Y-Yeah, probably." Ugh, he hated it when MJ frowned at him like that. "But, I mean, this is only a two-bedroom… Did you wanna swap rooms with me?"

Slowly, Peter shook his head. "MJ… I'm looking at single-bedroom places. There are some cheap ones out there – I'll be okay. I just, y'know, I don't want to screw you over if you're really set on staying here. Or- Or you and Sophia could find somewhere cheaper. Talk it over with her if you want. Up to you."

"Oh." Mary Jane blinked a couple times. "Yeah, I get it. I'll, uh, I'll give her a call."

"She's pretty great. She can talk to animals."

"Right. That does sound cool." MJ paused. "I'm allergic to cats, though. And dogs."

"Oh," said Peter.

The two of them sat there, Peter on the couch, MJ in the armchair, staring at each other like they'd both been lobotomized. The Wendy's bags sat uselessly on the TV table, their tantalizing aromas wafting in vain.

"Well, I- I think I'll take another crack at falling asleep." Peter hopped up to shut the curtains, letting his mask and costume drift to the carpet.

"Good, good." Mary Jane, in turn, slinked off to the kitchen. "And I'll work on those dishes in the sink. They need to get done."

Friday, August 17, 2016, 6:28 P.M.

Peter sat up on the couch, tossed the blanket off his shoulders, and rubbed the back of his head. If he put the pillow too close to the armrest, it left a crick in his neck. If he put it too far from the armrest, he had to sleep all squished up in the fetal position. No middle ground.

Life wasn't fair.

Friday, August 17, 2016, 6:47 P.M.

When punching his pillow a couple dozen times failed to solve the problem, Peter finally sucked it

up and rose to his feet. He gathered the pillow and blanket in a bundle in his arms, then trudged past the bedroom where MJ had locked herself… and into the other one. The empty one.

Peter found himself stopping at the doorway. *Stupid.* Look at him, acting like this was the lair of some bloodthirsty creature. There was nothing to freak out over. He'd been in here before to change clothes and stuff. Just never for longer than half a minute.

The door creaked open. The first thing to hit Peter's eyes was a salmon-colored laptop sitting on the carpet in its charger. Then there were the skinny jeans sprawled across the bed, the novel on the desk with a bookmark stuck two-thirds through, the-

The door slammed shut.

With a soft thud, pillow and blankets returned to the couch. Cricks in the neck were not that bad. Cricks in the neck built character. Peter had suffered ten times worse before. He was used to pain. It was nothing to him.

Friday, August 17, 2016, 6:49 P.M.

The door creaked open.

Peter just needed his spot. The one he'd burrowed out through months of snoozing. You could still kinda make out the indent. It wasn't so bad just so long as he stayed on that side. Just so long as he focused on *his* indent, it was all fine. It was safe.

He threw himself down. See? Look at that, his eyes were shutting. Already, this was way easier.

Friday, August 17, 2016, 7:02 P.M.

There was a blonde hair in the bed.

Friday, August 17, 2016, 8:04 P.M.

Sleeping on his other shoulder wasn't so bad once Peter got used to it. It was good to switch up shoulders every now and then. Kept his arm from going numb in the night.

Friday, August 17, 2016, 8:07 P.M.

Sirens blared from outside the window, and Peter sprang upright. Sounded like firetrucks. Firetruck sirens had a subtle distinction from ambulance sirens. Peter sat there, listening as the shrieks grew steadily quieter.

Once they'd died out, his back returned to the mattress.

Friday, August 17, 2016, 8:18 P.M.

Peter rocked in place under the covers. He'd gotten real jittery, he guessed. His thumb kept tracing and re-tracing the blonde hair wrapped around his fingers.

Friday, August 17, 2016, 8:21 P.M.

Peter had forgot his phone. He groaned, climbed to his feet, and trudged to the door. But on the way there, he almost tripped over some stupid thing left on the-

The charger cord. It was the laptop's charger cord.

Peter stared at it. Then he set the hair atop the covers, making sure to place it against the dark blue parts of the cloth pattern so it'd be easy to find again, and seated himself cross-legged on the carpet.

The laptop's lid flipped open, bringing up the lock screen. After a moment of hovering over the glowing blue keyboard, Peter's fingers punched in the password (*amourdesoi31*), causing the lock screen to fly away. In its place appeared the main desktop. The wallpaper was a sweeping shot of the East River at sunrise, complete with a red-and-blue figure swinging past the buildings above. One of Peter's.

He brought a pointer finger to the touchpad, searching aimlessly. Google Chrome, Microsoft Word, Audacity, Photoshop… Peter right-clicked that last one on the taskbar, bringing up a list of the most recent photos, then left-clicked the topmost entry. Into Photoshop loaded a half-drawn human face against a transparent background.

Peter stared it at it a while, but eventually he exited out and pulled up Google Chrome. The mouse trailed down the bookmarks bar. Youtube science playlists, some kind of music forum, Tumblr… Peter clicked through to that one, then skimmed the dashboard. Mostly it was art blogs, not an insignificant number of which were devoted to yaoi, plus a couple posts arguing about some book series Peter had never read. Some of those posts, he realized, were from this account.

You are willfully missing the point, one of them read. *In real life, that would be an abusive relationship. She is MUCH better off with…* The spelling and grammar were perfect. The language was careful and precise.

Peter checked the browsing history. There he found random forums, links to dumb videos, and Google searches for "Was Jesus really a mutant?" and "Is back acne normal?"

He found a discussion thread, too, from r/SpideyWatchers. Peter usually avoided that place – It royally creeped him out – but nonetheless, he risked clicking it. The link brought him to a thread titled "Spider-Man HELPED CROOK ESCAPE COPS???" complete with a gif of Spider-Man in action. Oh yeah, Peter remembered that. One of the half dozen thugs had managed to run for it, and when Peter tried to stop him, he accidentally got web in a cop's face. Just some stupid thing, y'know?

The account currently logged in had, from the looks of things, contributed half the posts in a hundred-comment chain in which Spider-Man's innocence was both called into question and vehemently professed. The final post from the logged-in account read, "YOU DONT KNOW ANYTHING AND UR AN IDIOT NOW GOOD NIGHT."

After that, Peter tired of the internet and moved on to File Explorer. The first thing to jump out was a video folder labeled "Recordings." Inside, Peter found a couple files dating from over a year ago, most of them titled something vague like "session 5" or "I screw up." Peter clicked a random one.

A video appeared, and Peter's chest constricted. He hadn't realized how… how different she'd looked back then. Not just that her hair had been way shorter or that she'd lacked any sort of makeup, but the way she held herself. She really had been a fidgeting, blushing, stammering mess behind those glasses, and Peter couldn't imagine someone more perfect if he tried.

"*We're gonna edit out all the mistakes, right?*" She squirmed on a mattress. From the shelf behind her, Peter recognized it as the bedroom from her old house. She clutched a saxophone to her trembling chest.

"*Nope,*" came the voice of a cameraman who sounded suspiciously like Mary Jane, "*cuz you're not gonna make any.*"

"*Right, right. Duh.*"

The girl inhaled, then brought the instrument to her mouth. The sound it produced was soft. Slow. Wistful. Flawless. Peter listened intently for the next three minutes, at which point the take unceremoniously cut off. Immediately, he clicked "replay."

"*We're gonna edit out all the mistakes, right?*"

"*Nope, cuz you're not gonna make any.*"

"*Right, right. Duh.*"

Music. And then it was over again. Peter grunted, then moused through the video player's settings until he found an option titled "auto replay." Once the box had been ticked, he turned the laptop's volume up, set the brightness all the way down, and pulled himself to his feet. From there, Peter ran his sleeve over his eyes, retrieved the hair from off the covers so he could weave it through his fingers once again, and crawled back into bed.

He shut his eyes. Time vanished.

The boy hadn't known the world could *be* this hot. Everything was far apart, and everybody talked stupid, and it was scorching hot, and he hated it. But nevertheless, the boy kept the hood of his black coat tugged firmly over his face.

Bills and coins slammed onto the bar counter.

"Whiskey on the rocks," said the boy, plopping himself on a stool.

For once it wasn't his voice's accent that earned him a funny look, but rather its pitch. "Ain't you a little young to be-?"

Mid-sentence, the boy raised his head, revealing the shadow-draped contents of his hood.

"*Christ, okay, never mind, you need it.*" The whiskey was handed over without further protest.

The boy rolled his eyes as he sipped. It was like an entire nation of Montanas…

But right as the boy was starting to relax, a voice jumped out to him. It'd come from the beat-up old TV hanging above the musty, crowded bar:

"*The Night Gwen Stacy Died, a special one-hour report by our own Phil Sheldon…*"

Slowly, the boy's eyes fell to the surface of his drink. "Did that guy just say… Gwen Stacy?"

"Pretty sure," the bartender said as he turned to another customer.

"Yeah." The boy's eyes went to the screen. "That's what I thought he said."

"*…perhaps none are more striking than the footage – played here at one-tenth speed…*"

Peter woke to her voice.

"*We're gonna edit out all the mistakes, right?*"

He rose from the covers, untwined the hair from his finger so he could get some circulation back, set it down gently on the bedside table, and then turned for the laptop on the carpet.

A girl was sitting in front of it, watching the screen intently. She all but stopped Peter's heart. With his bleary morning vision, it took him a second to realize she was a redhead.

"MJ?"

"Oh, sorry, sorry!" Mary Jane hopped up like Peter had zapped her. "I was just trying to figure out where you went, and I got… distracted."

"It's oka- *Whoa*." The moment he was on his feet, Peter was nearly on his butt. In reply to MJ's concerned look, he said, "Little whoozy, I guess." Had his legs always been this heavy?

"Hey, Pete?" MJ, too, pulled herself upright. "Look, I was thinking about what you said yesterday, and I decided I'm moving out of here, too." She glanced away, sheepish. "So, uh, while I've still got you, could I ask you to haul my TV to my aunt's car outside?"

A minute later, Peter was in the living room. He wrapped his arms around the thing and hoisted… only to immediately drop the device back on the rug. The ground shook.

"*Ow! Ow!*" Peter stumbled backwards, rubbing his arms.

"What?" MJ was at his side in an instant. "It's not *that* heavy, is it?"

"Yeah, no, this isn't right." Peter tried again to the same result. "It's not that I *can't* lift it. It's just, I mean, usually I can lift a car above my head like it's nothing."

Great. Now MJ was getting fret-y again. "Do you think you're sick?"

"That's not how that works. Here, let me try…" Peter hopped to the wall, clinging to it by hands and socks. "*Whoa boy-!*" Again, he was nearly on his butt. He hadn't fallen off the wall, exactly. It'd just taken him a hot second to stick properly.

Another couple minutes later, Peter was at his desk and peering at his own palm through a microscope – the one his aunt and uncle had gifted him in his pre-spider-bite days – while Mary Jane hovered behind his chair like a hummingbird or a dragonfly.

"My hair's falling out," said Peter.

MJ checked his scalp. "Looks fine to me."

"No, I mean on my hand. I've got these little hairs on my hands and feet that help me stick to walls. It's the same with actual spiders. The bigger hairs are called scopulae, and each one's made up of microscopic hairs called setules. A single setule doesn't have a ton of surface area, but when there's so many of them, it creates a really powerful grip through the van der Waals forces-"

"You have magic hair," said MJ. "Oh my god, you're Rapunzel."

"…Sure." Peter took another look through the peephole. "And now it's just falling out. Like my body's rejecting it."

"I… see."

Peter didn't have to turn around to know what face MJ was making. "Trust me, it's not the grossest thing we'd be treated to if we had microscopic vision." He took one last concerned look through the microscope before returning to his feet. "I don't get it. It's not like I drank gene cleanser – I'd be losing my powers all at once, not gradually." A thought hit him. "Oh, man, you're right, I bet I *am* sick. I'd better go see the Connors about-"

He'd started to rise from his chair, but he was stopped by nails on his arm. MJ earned herself a quizzical look.

"I was- I was just thinking." She shrank under his gaze. "You said your body's rejecting your spider-powers, right?"

"Yeah, I think so." The look went from quizzical to worrying.

"Maybe the problem's up here." She touched a finger to his forehead. "I mean, you've been… you know… stressed out lately." MJ took a breath. "You haven't been eating or sleeping much at all. Maybe the reason you can't climb walls as good anymore is because…"

"…I'm not *supposed* to?"

At this, Mary Jane could only shrug. "I mean, when you think about it, you got those powers by a total fluke, right? And now they're- they're *leaving* from a total fluke. If you got Dr. Connors to give you a shot in the arm, wouldn't that be, like, seeking out more power than you've been given? I don't think that's what your uncle meant by…" She trailed off. When Peter said nothing, she held out her hands, adding, "Look, all I'm saying is you have a choice."

What had one been a noisy bar was now a silent aftermath. Patrons were slumped over on the tables, on the floor, one even poking head-first through the remains of the television that'd fallen off the wall. And every last one of them bore the same mark on their terrified faces.

Actually, though, the bar wasn't *completely* silent. There was still *one* screaming voice left.

"*Please, please, no-*" The bartender kicked and flailed, but the boy kept him pinned tight to the counter top. In a quick motion, the boy's hand tore itself free of the man's face, and then a jab to the gut finally silenced him.

Kaine turned, panting, to overlook his handiwork. By now, there shouldn't have been a single other soul left conscious in this rancid place.

And yet there was.

"Feels good, doesn't it?" The newcomer leaned back in a chair by the bar's entrance. On his torso was a plain red t-shirt. On his head was a matching red baseball cap. "That flood of relief when you finally realize that chaos governs all. Meaningless chaos." In one swig, he finished someone's drink.

"Yeah." The boy tossed his jacket to the floor, revealing the skintight red and black costume beneath. "Or maybe I was just trying to create enough of your namesake to draw you out." He yanked a jet black mask from his costume's hidden pocket, then slid it over his face so its blood red eyes could glare at the man. "Like a fly to the bug-zapper."

The man grinned, but not with his own mouth. No, the grin had formed in the crimson slime

tricking over his face. “Bring it on, handsome.”

Kaine was the first to lunge, but by the time he did, Carnage already had an ax-hand ready.

Liberal Arts Degree

If Peter swung any nearer to the ground, his costumed feet would be scraping car hoods. It was kind of appropriate, really. The perfect illustration of the life that'd been drained from him. In truth, though, the low-altitude swinging had less to do with lethargy and more to do with self-preservation. Usually, swinging made Peter feel weightless, but now he was hanging on for dear life. Having the proportional strength of a spider wasn't *essential* to web-swinging – as Eddie had proved back when he'd freed the symbiote from the cement – but it certainly made the experience less terrifying.

Mary Jane had just about thrown a fit when Peter had revealed his intentions to patrol the city, but for whatever baggage came with this stupid costume, web-swinging was something Peter had always loved. If his strength was really about to be sapped in the coming days, he wanted to do it one last time. It was the only thing that helped him clear his head anymore.

"*Ah ah ah AHHHHHHHHHHHH AH! Ah ah ah AHHHHHHHHH AHHHHH AHHHHHHHHH!*" An out of tune violin promptly barged its way into Peter's head. It was followed shortly by the "singing" of some lady on a street corner. "*SpehhhhhhctacuLAAAAAAAAAR, spEHHHHHHHHctaculAAAAAAAR Spider-Man! SpEHHHHHHHHHHctaculaaaaar-!*"

Peter nearly smashed into someone's windshield like a dead bird.

…Okay, fine, maybe web-swinging wasn't all it was cracked up to be. Now Peter merely trudged down the sidewalk, fending off stares from passerby. His mask had really been designed to look approachable, but he still managed a good "cross me and see what happens" face.

A newspaper blew into Peter's chest. *SPIDER-MAN IS AND ALWAYS HAS BEEN A HERO,* read the headline. *Story by J. Jonah Jameson*. Peter tossed it in the nearest trashcan, then continued his trudge.

But even once Peter was a safe distance from Busker the Eardrum-Slayer back there, one agonizing sound was merely swapped out for another.

"*The old order changeth!*" a row of TVs proclaimed from behind a shop window. "*Coming to you live from the gates of Avengers Mansion, watch as the team's new 'probationary members' are sworn in, former supervillains who have shown remorse for their actions and agreed to becomes forces for good under the rehabilitation and strict supervision of Steve Rogers himself!*"

Against his better judgment, Peter scurried up the shop's wall so he could eavesdrop from above – though it took a couple tries to get his left hand to stick properly.

"*The new lineup includes Scarlet Witch and Quicksilver, children of Magneto, the Vision, android son of Ultron, Hawkeye, archery assassin, Yellowjacket, disgraced Dark Avenger-*" Oh yeah, Pym had decided to keep his new getup. It'd tested better with focus groups. "*-and Iron Patriot, son of the Green Goblin!*"

Again, Peter almost smashed himself into a windshield like a dead bird, but on purpose this time.

Poor Harry's father had drugged and brainwashed him, a tearful Harry had told the press. But now that Harry was the sole leader of Oscorp, he had every intention of cleaning up the company.

After that, Harry had spent a good chunk of the conference posing in his shiny new Iron Patriot armor for a photo op with Captain America and Iron Man. He could've passed for their adopted son.

When had this happened? How had Peter not known about it? Well, actually, to be fair, he hadn't exactly been keeping in touch with Harry. Liz had called Peter a couple days back to ask if he wanted to come visit Harry in Ravencroft with her, but Peter had, err, deleted the voicemail.

But fair or not, Peter found himself marching down Fifth Avenue until he'd reached the gates of Avengers Mansion (Oh yeah, the Avengers had their own mansion, by the way. Had Peter never mentioned that before?). The sun was setting, and the crowd had finally died down, so the only person Peter crossed on his journey was the homeless guy napping on the bench outside.

Peter made his way through the garden, his costume briefly drawing the attention of Jarvis – Tony Stark's withered old butler and inspiration for his suit's A.I. – away from the hedge he was trimming. When Peter reached the front steps, he rapped the shiny, ornate door-knocker a couple times.

It was answered by an unbelievably buff blonde sporting a blue t-shirt, red shorts, and a white sweat towel around his- *Oh, Peter saw what he'd done there.*

"Peter?" Rogers spoke in a silky soft tone, his baby blue eyes fixing themselves on Peter's mask.

Peter wrenched himself free of them. "You made Harry an Avenger? An *actual Avenger?*"

"A *probationary* Avenger," said Rogers, his posture immaculate. "I believe in second chances, Peter. Harry hasn't been treated fairly by life, and it's time that changed."

"*But- But that's not- You're so-*"

"And that reminds me." Rogers retrieved something from his pocket. "While you're here, I have something for you." It was a little plastic rectangle, not unlike a credit card, and on it was a mugshot of Peter in his stupid red and blue costume right next to a stylized "A" logo.

Peter stared at it. "Are… Are superhero discount cards actually a thing?"

"It's a membership card." Rogers offered it out. "Full membership, not probationary." He took a breath. "You're a hero, Peter, one of the greatest this city's ever known, but the rest of us didn't treat you like it, and I apologize. You deserve better than that. Our attitudes drove you away, and so we weren't there when you needed us." He faltered. "We should've respected you from the start. And I… shouldn't have tried to shield you from the inevitable."

Peter's stare went from the card to its holder. "The inevitable?" A laugh escaped his mouth. "The *inevitable.* Really?"

Rogers's posture was unchanged. "We're soldiers, Peter. Death is tied to our identity. But that doesn't mean it *should* happen, and you have every right to mourn. You're in pain right now, and I promise I will support you. I will do everything in my power to honor and respect the sacri-"

"But it was *inevitable,* though?" Peter snapped. "Like there was *really* no other way that night could've played out? I *had* to toss on my tights and go fight a lunatic dressed as a goblin? I didn't have a choice?"

Rogers's posture was unchanged. "You *always* have a choice. But I know which one you'd made. And I know you'll make it again when the time comes."

“Yeah, I get how it is.” Boiling hot air shot from Peter’s teeth. “A bad guy’s gonna show up, and then I’m gonna fight him, and then another bad guy’ll show up, and I’ll fight him, and then-”

“-another bad guy will show up.” Rogers’s posture was unchanged. “And we’ll fight *him,* too.”’

“*Oh goody!*” Peter cheered at the top of his voice. “I get to be your replacement sidekick so you can work *me* to death, too. It must be *so easy* to be like that when everyone you know and love’s *already* been turned to dust. Maybe if I’m lucky, I’ll get to be *just like you* someday, Steve.” One minute, he was right in Rogers’s face. The next, Peter was showing Rogers his shoulder. “And the kicker is, Norman’s getting *everything* he wanted. He wins. Not that it matters. End of the day, it’s all meaningless.”

Rogers’s posture was unchanged. “Only if you stop fighting.”

“Yeah, okay, I think I just hit my daily boyscout speech intake.” Peter stormed down off the front steps… but not before snatching the card from Rogers’s hand. “Whatever. Dark Avengers, regular Avengers, same difference.”

Even as he stormed away, Peter could feel those baby blue eyes piercing his back.

“And just so you know,” Rogers called after him, “the card *does* get you a discount at most places-”

“*I hate you.*”

By the time Peter exited the mansion’s gates, another, somewhat smaller crowd had formed on the sidewalk.

“*It’s him!*”

“*Don’t get too close, son-*”

“*Do you think he really killed her?*”

With a single look, the whispers were silenced and the pedestrians scattered like a pack of pigeons.

Peter forced himself to breathe. He was about to duck into an alleyway and change out of his stupid costume, but then he realized one onlooker had remained un-scattered.

“Peter? Peter Parker?”

What-? How-? Peter jolted towards the voice’s owner. It was that homeless guy. He’d sprung off the bench, and now he was lurching right towards Peter with his messy red hair, his stubble-covered face, his tattered, stained business suit, and his… gray, unseeing eyes.

“*Matt?*” From the looks of the guy, his trademark, circular shades weren’t the only thing he’d lost. Peter bet he could hoist the poor guy over his head with or without his waning spider-strength.

“It *is* you. It’s a miracle.” The Man Without Fear (or Access to a Shower, Apparently) stumbled his way forward. He tried to feel up Peter’s face with his hands, but Peter drew back.

“What *happened?*”

“It was the Kingpin!” Matt said, sending spittle through the air. “He knows who I am. He knows

everything about me. But I learned who he is, too." He made a noise that was maybe supposed to be a laugh. "Fisk. He's Wilson Fisk, and with Oscorp out of the picture, he's in charge of *everything,* Peter. Tombstone's empire was *minuscule* next to this. All five boroughs." He made another grab at Peter's face. "And Fisk will stop at nothing to see me in a dumpster or- or the bottom of the river. Everyone I love is in danger, a-a-and the Avengers' butler turned me away. He thinks I'm some nut. They're no help."

Peter couldn't help but feel the tiniest shred of empathy at that last part.

"But now I've found you. You, who pulled Daredevil from the darkness when it threatened to swallow him. There is a light inside you, Peter Parker, and I need it right n-"

Whoa, okay, the guy had just successfully put his hands on Peter. "Hey, back off!" He sent Matt away with a shove. Ugh, when was the last time Matt had brushed his teeth? "Can't you get your new 'Defenders' team to help out?"

"We were never a team!" Matt snapped. "That's just something the media came up with." His lifeless gray eyes bulged. "I don't trust them. I can't trust them. Jennifer's probably in Fisk's pocket like all the other lawyers who weren't as stupid as me, I can't exactly afford Luke and Danny's rates right now, and Jessica and Doreen are *children,* Peter. They think what we do is *fun*. They haven't experienced loss like you and I have-"

"Aw, I'm flattered," Peter deadpanned. "So then what about that Doctor Strange guy?"

"*Stephen Strange is unholy.*" The words made Peter flinch. "*He communes with hell and speaks with devils.*" Oh. Ohhhhhh, of course. Matt was one of *those* religious people.

"You believe in hell?" Peter asked, his voice soft and level.

"I've seen it. Sensed it. Whatever." Matt stepped towards him again. "You haven't met people like Stephen Strange or Johnny Blaze. If you saw what they can-"

"So then anyone who doesn't think Jesus was really the son of God and all that jazz… you think all those people are there? In hell? Wailing and gnashing their teeth and whatnot?"

The words, paradoxically enough, seemed to calm Matt down. "I don't believe it's my place to say."

"Have you not read your braille Bible?" Peter snapped. "That's like the most basic tenet of your religion. It's *Christ*-ianity. The Christ part's kind of important."

Even accounting for his gray eyes, Matt's face looked blank. "I'm… I'm not the best person to talk to about theology, Peter. But if you need guidance-"

"I'll pass, thanks." Peter showed Matt his back, not that the guy could really appreciate the gesture. "I've had about as many self-righteous jerks today as I can stomach. Find some other bleeding-heart to fight your war for you, Murdock. Mine's all bled out."

Not another word was spoken as Peter waltzed away. Rrgh, now he could feel *Matt's* eyes piercing his back, too, and that didn't even make sense!

Hmph. What was Peter getting so worked up over? Clearly, all along, Daredevil had been a total wacko. After all, it took a special kind of person to throw on a costume and jump off a rooftop. Wilson Fisk, the Kingpin of Crime? Yeah, right. The dude was, like, the nicest guy in the whole city. Matt's friends and family were all *fine*. And- And even in the extremely unlikely scenario that they weren't, then, well, excuse Peter for not tripping over himself to step inside Matt's shoes.

And on top of everything else, Matt had the nerve to force his screwed up beliefs down Peter's throat? Oh, and Steve Rogers had been born in the nineteen-twenties, now that Peter thought about it, so he was no doubt also a good old-fashioned Christian boyscout. And these were the people trying to tell Peter how to live his life? Stupid idiot fairy tale-loving Christians jerkwards…

Peter wouldn't be missing his powers *in the slightest* once they finishing conking out. But… if he *was* to miss any of them, hypothetically, it'd be the wall-crawling. The wall-crawling, inconsistent as it'd been lately, gave Peter access to rooftops. Secluded rooftops, where he could sit and think and have uninterrupted phone calls.

"I don't know what to tell you, Peter," came the quivering, fragile, melancholy voice on the other end. "All we can do is pray that deep down, she did accept Jesus in her heart."

"I know, Aunt May. I know…" Long silence. "W-Well, bye for now. Love you."

Long after the call ended, Peter sat up there, leaned against a smokestack, watching the sun gradually set. Sure, the Parkers hadn't exactly attended every Sunday. It'd never really been practiced in their household, but it'd still been kind of an unspoken… W-What was he *supposed* to tell May? That ever since Peter had learned of the existence of aliens and mutants and Norse gods, the *tiniest* seeds of doubt had been planted in his head? That his personal beliefs had spent the past couple years oscillating wildly? He couldn't do that to her. Especially not *now*.

Huh. Funny. From up here, with the sun's reflection in it, the East River looked almost pretty. Except for that ugly structure spanning across it in the distance.

Hey, God. Me again. Sorry, you're probably sick of hearing from me by now. Must be such a downer. But, uh… if you ARE real and stuff…

His thoughts trailed off. Ugh, Peter had never been so confused in his life. Even if God was real, he wouldn't know the first thing to say to Him. Eventually, though, he settled on:

…make it stop. Please. I know it's fun for you, but just… make it stop. I want off the ride.

Yeah. There we go. Good prayer.

And now Peter was back to staring at the river. This was all just because he'd gone through her browsing history. What was wrong with him? The thought of Peter having his own history poked through after his death was, like, a reoccurring nightmare. Privacy didn't just evaporate when you died.

But… no, no, it wasn't just the browsing history. She'd talked with Peter about this stuff before. A little bit, at least. He was pretty sure she was… *had been…* firmly agnostic. But surely that was, like, a catch-all loophole, right? She hadn't believed in any particular religion, but she hadn't *not* believed in any, either. It was all good.

Then again, she *had* once said the words, "*I'm not really a Christian.*" So there was that.

"*Of course she's not,* Peter." A three-fingered hand placed itself on Peter's spandex-covered shoulder. "Jesus died for *everyvun*. God loves her, just as He loves you, und He vants a relationship vith his children like any parent vould." Kurt gave a fuzzy smile. "I'm sure Gwen vas a vonderful person, und she's at peace now."

"Yeah… Thanks, man." Peter shared a hug with him.

A couple minutes later, though, the conversation tapered out, and Kurt politely excused himself and bamfed away. Peter was left alone to stroll through the X-Mansion's grounds. Usually, he'd have gone to Eddie for this kind of thing – Eddie had always been a devout Catholic – but somehow, Peter didn't think the guy would be happy to see him right now.

Geez, though… Three different Christians, three different answers. It was almost enough to make you think this whole thing was just a crapshoot, and nobody actually had any definitive-

"Spider-Man!" A booming voice rained down from above.

"Huh?" Peter's head snapped upwards. *Ohhhh no.* A figure was descending from the clouds, and he was propelled by his hammer. Was there an Avengers mission? Peter thought his stupid card was supposed to beep when that happened?

"It is I, the mighty Thor, and I see that thou art inquiring into the religious beliefs of your fellow superheroes!" Thor landed on the mansion's lawn, sending a ripple through the grass.

"What?" Peter stumbled backwards. "How do you know about-?"

"I followed thee here, of course," Thor said with a shameless grin. "When Steve informed me of our newest teammate, I was overcome with a burning desire to bear thee welcome!" He slapped Peter's back hard enough to trigger his spider-sense. "Take heed, ally, for we shall have many wondrous battles together!"

"Um, yeah, about that…" Peter tried to scoot away, but a beefy hand locked itself around his waist.

"Aye, worry not, good spider, for I know you must be curious as to mine own beliefs." A shake of his head sent Thor's hair flowing out like in shampoo commercial. Peter could swear it was swishing in slow motion. "I would be happy to indulgeth you. It is always a pleasure to share the customs of Asgard."

"Oh, you don't have to-"

"In my homeland of Asgard, it is believed that death is not the end, but rather the beginning of a great and noble celebration!" Thor slammed a fist against his chest, which proved surprisingly percussive. "Do we believe the dead fadeth shamefully into oblivion? *I say thee nay!* Your lover died with honor on the battlefield, and she has slipped not into the grasp of Hel but into a seat at Valhalla, where even as we speak, she feasts on a roasted Bilgesnipe that spans the entirety of the table where the fair maiden sits alongside her father and her father's father and his father before him, and in her hand she grasps a tankard of ale *larger than thine own head! HUZZAH! HUZZAH FOR GWEN STACY!*"

His hoisted his hammer skyward. Off in the distance, thunder clapped.

When Thor caught sight of Peter's face, though, his luster faded. "I- I apologize if I have offended. On Asgard, death is not a somber occasion."

"No, that was…" Peter wiped his eyes. "Dude, that was awesome." He gave Thor's back a slap of its own (though it left Peter's hand stinging). "She'd have really liked that."

"Yes. Yes, awesome." Thor gave that shamless grin again. "I *have* been known to inspire awe." But it also a bit of a relieved grin.

Okay, so now Peter knew which afterlife he *hoped* was real. But was that seriously all there was to this whole "belief" thing? Picking and choosing what was most comfortable to you? That didn't sound right. But then, how *did* you decide? Were you supposed to hope that the "one true religion" just so happened to be the one that originated in *your* culture? Out of all the cultures on the planet? And all the cultures on different planets? And in other dimensions? Sure, Peter thought the Valhalla thing sounded silly, but then, Asgardians probably thought the heaven thing sounded silly, too. Who was Peter to tell Thor he was wrong and Kurt he was right or vice-versa?

Peter had made up his mind. He didn't want to believe what was comfortable, he wanted to believe what was *true*. It was just that the truth was a bit, uh, hard to parse sometimes. Which is why he'd just entered the Fantastic Four's HQ in the Baxter Building.

Dr. Richards was the only one here right now. As per usual, he was dressed in his sky blue uniform and hard at work on some project or other. His fingers wiggled over the keyboards at his personal workstation. His neck, meanwhile, stretched around itself in a spiral, allowing Dr. Richards to better balance the phone by his ear. "That's excellent news, Stephen! Yes, it's quite a relief to know that Mephisto has been permanently and irreversibly banished from this reality. No more married couples will ever fall victim to his- Oh, pardon, I have company."

Once his call ended, Dr. Richards stretched out his neck so he could hover his smiling face a polite distance from Peter's masked one. "Peter. How can I help you?"

"Oh, h-hey, Doc." Peter drew back, clutching his spandex-covered arm. A sudden embarrassment had seized him. "Maybe this isn't worth your time, but I guess I was just wondering, um, with all the crazy stuff your team's seen on your adventures… you wouldn't happen to know if there's an afterlife, would you?"

Over at his workstation, Richards's shoulders sagged. "I apologize in advance if I come across as callous, but I have a different variant of this conversation every day of my life. To put it concisely, I believe only in the evidence, wherever it leads me."

"So then you don't believe in souls or anything?" Peter said softly.

"Oh, no, I believe *some* type of residue from deceased organic matter persists in forms mere mortals cannot perceive unaided," said Dr. Richards, "but only because my friend Stephen Strange has shown me evidence of that. However, before I get your hopes up, let me make clear that Strange and his ilk have forbidden me from studying their abilities in any kind of detail out of fear that, were I to have mastery over both science and what they call 'magic-'" He made stretchy, elongated air quotes. "-I would be far too powerful for my own good. And so for all I know, these 'ghosts' of theirs could be mere memories or echoes of people, not the people themselves."

"Oh." So even the smartest man in the world didn't know the answer. "And, um, what about hell? Do you know if there's a hell?"

Dr. Richards shrugged. "Stephen has certainly communicated with otherworldly beings happy to *claim* to be demons from hell. But again, I can't study them, and so I can't prove anything one way or the other. And believe me, having such tantalizing knowledge dangling just out of reach is a special kind of agonizing."

Well, that'd gotten Peter absolutely nowhere. Still, there was one other question he could ask. The one that made his heart thump faster. After a deep breath, Peter asked, "Can people come back from the dead?"

The tapping of keyboards came to a halt. Gradually, Dr. Richards un-stretched himself until he was back to his normal human shape. Then, head bowed, he turned to walk towards Peter. "By

the end of this conversation," he said, "you're going to hate me."

"What are you saying?" And Peter had thought his heart had been thumping *before*.

"This is another of those questions I get asked every day." Dr. Richards shut his eyes. "Yes, Peter, there are several ways to revive the dead-"

Completely on its own, a noise burst from Peter's mouth. "*Please, Dr. Richards, I'll do anything-*"

"-and no," Dr. Richards finished tightly, "I will not do it for you."

What? Peter's fists quivered. How *could* he?

"I believe in the pursuit of truth, Peter. To hide this information from you would be intellectually dishonest. Much of the general public isn't willing to hear it yet – and a good number wouldn't believe me if they did – but if you've come to me with questions, I feel it's my scientific duty to provide you with the answers."

A stretched-out finger pressed a button on the workstation, causing the floor behind Peter to unfold. Out of the ground emerged a marble white chair complete with a comfy cushion. Peter graciously accepted the seat, while Dr. Richards did likewise in a chair across from him. Something told Peter he'd want to be sitting down for this conversation.

"D-Doc, listen, I'm a huge sci-fi nerd-" Peter let out a jittery laugh. "-so however you can do it, I promise I can follow along." Suddenly, he was leaned forward and shaking Dr. Richards's shoulders, causing the guy to wobble like gelatin. "Just please, *please,* at least tell me how."

"Well," Dr. Richards began, steadying himself, "you're already familiar with one method."

Peter leaned back in his seat, arms on the armrests. "You mean cloning?"

Dr. Richards gave a somewhat stiff nod before continuing. "One can preserve a deceased person by scanning his or her brain and uploading a perfect, cell-for-cell map of it to a supercomputer. From what S.H.I.E.L.D. has thus far discovered, it seems Miles Warren had access to such technology-" Yeah, Peter remembered. "-even including an extremely advanced algorithm that can reconstruct cells lost from decay, provided the brain is scanned quickly enough after death." Whoa, okay, that was new. "Warren's intent with this technology, as I'm sure you know, was to create clones. A perfect copy of Gwen's consciousness could live on in a clone body, either organic or synthetic, and she would even have all her memories up to the point of her death. From the clone's perspective, it would feel like she'd merely been asleep awhile." He peered at Peter. "Whether or not that would 'count' as 'your' Gwen is a rather interesting question, philosophically speaking."

"But- I mean, uh-" Peter found himself sputtering.

"A similar issue arises when it comes to Gwen Stacys in parallel universes," Dr. Richards continued.

"Wait, wait, slow down!" Sheesh, Peter was juggling for dear life here, and Richards kept throwing more balls into the mix. Now Peter had to worry about the *multiverse,* too?

Dr. Richards had discovered the multiverse a couple years back, though it'd existed as a concept since way before then. You might've been familiar with it if you'd ever cracked open a comic book. Basically, it meant that there were endless alternate realities out there, and the one that you and everyone you knew and loved happened to reside in was nothing special. The Fantastic Four's voyage to the Negative Zone had been the public's first major exposure to the concept,

though it'd been a little hard to get excited when the threat of Annihilus had loomed over the planet (Plus Peter had been a little busy being buried alive by Kraven at the time to really geek out about it).

Whether or not the general public actually *believed* in beings like Galactus, Annihilus, Thanos, or the Asgardians was a different story, but from what Johnny had privately shared with Peter, S.W.O.R.D. was trying to acclimate the public to the existence of extraterrestrial life slowly so as not to cause mass hysteria. With every year, the number of hoaxers dwindled. It'd reached the point where the Fantastic Four's return from the Negative Zone had drawn a sizable crowd of true believers.

"If there's infinite realities out there," Peter finally said, "and every choice you could possibly make's already been made by one of your alternate selves, then doesn't that disprove free will? Doesn't that mean nothing matters?"

Dr. Richards gave a wry smile. "Don't believe everything you see in Rick and Morty, Peter. Even if every conceivable choice is accounted for in parallel dimensions – which, incidentally, is quite impossible to verify when dealing with *infinite* dimensions – I've certainly seen no evidence that it would have any bearing on the choices that *you,* the Peter Parker of Earth Two-Six-Four-Nine-Six, are able to make. Yes, there are 'what if' worlds where you made different choices, but there's also a world where you're a cartoon pig. How does that effect you in any way?"

"But…" Peter shrank. "…that still makes reality sound like nothing but random chaos."

At this, Dr. Richards grew more somber. "I don't believe that, Peter. 'Meaning,' in my eyes, is not an intrinsic property of reality but rather something that we ascribe to it. A book has meaning because *we* imbued it into every last squiggly line on the paper." He paused, then added in a gentler tone, "And what I find meaningful is the notion that life is precious, that our duty as sentient beings is to create the best society, the best quality of life, to always pursue scientific discovery, to-"

"Yeah, I know, I've seen Star Trek," cut in Peter. "I mean, I get it, being an atheist doesn't make you a nihilist and all that…" After some more thought, he added, "So can I visit these 'what if' worlds?"

Dr. Richards shook his head. "Dimensional travel is only to be used in dire emergencies. Great lengths have been taken to protect our dimension from multiverse-spanning threats such as the Inheritors and the incursions-"

"The who and the what nows?"

"Pray you never find out. The point is, dimension-hopping willy-nilly would put our entire universe at risk."

Peter sighed. "Fine then, what about time travel? Johnny told me all about that time machine gathering dust in Doctor Doom's basement."

"Well," said Dr. Richards, "there are two main types of conceivable time travel. The first would bring you to an alternate timeline, which is merely a specific kind of parallel universe travel. The second type, which would retroactively change the history of *this* timeline, is impossible as far as I can tell – a rather fortunate fact, might I add, as otherwise I can only imagine we and everything we know would vanish in the blink of an eye the instant some alien light-years away constructed a time machine."

There was also the "stable time loop" version, sort of like in Prisoner of Azkaban, but that was the

dumbest kind. If Peter was ever going to use that type of time travel to change the outcome of his fight with Norman, then he wouldn't even be sitting here having this conversation with Dr. Richards in the first place. Would he?

"Okay, fine, fine." For some reason, Peter felt the need to rub his palm on his forehead. "I don't want a clone or parallel universe or alternate timeline version or whatever." Beneath his mask, his eyes shut. "I want *my* Gwen. I want her to get up and walk out of her coffin."

The two of them sat in their armchairs a moment, silent. Dr. Richards wordlessly offered Peter some tea, but he declined.

"Well, in that case-" Richards cleared his throat. "-you could, for instance, turn her into a vampire."

Good thing Peter had declined the tea. It'd be going down his windpipe right about now. "*Seriously?*"

"Yes, vampires are real." Dr. Richards gave a nod. "Johnny never told you? We had a pretty memorable adventure with Blade-"

"*That's perfect. That's-*" Peter caught himself. "Wait, classic or Twilight?"

"Classic."

"Yeah. Yeah, okay." Already, Peter was picturing Gwen in MJ's old Halloween costume. "She'll want blood, but she could have mine, or we could work something out with-"

"It's not that simple, Peter." The Doc gave a pained smile. "Setting aside for a moment the issue of how an average mortal such as yourself would even *find* a friendly vampire willing to cooperate with your intentions, it's far too dangerous an endeavor for me to allow, not to mention S.H.I.E.L.D. if they caught wind of your plan. Innocent people would be placed in constant danger, Gwen wouldn't have a normal life, and – what I imagine is the dealbreaker for you – she would gradually lose herself to her monstrous nature. Vampires were created through black magic for the sole purpose of being weapons – There's no way around it, which is why people like Blade have worked so hard to exterminate the entire vampiric race." He met Peter's eyes. "You'd go through all that trouble, and for what? A couple more weeks with her?"

Peter turned away, hiding his masked face.

"I apologize again if this is callous." Dr. Richards sighed. "Truth be told, I'm not particularly skilled at… at these types of interactions. But I *am* sorry, Peter. The Fantastic Four promised to protect your loved ones, and we failed." He looked like he might hug Peter, but he ended up shying away from it. "While we were in the Negative Zone, Kaine and his men managed to steal a shipment of our security sensors for Oscorp to study. Norman knew you might turn to us for help, and so he constructed that cloaking device to exploit an oversight in our sensors. He hid himself from all forms of invisibility-detection. Body heat, sound waves... Even hacked into our system so the safe house doors would respond to his voice command."

"You guys had to save the world from Annihilus." Peter's voice was monotone. "You did everything you could. Not your fault." He paused, then said in a somewhat livelier voice, "Look, I don't want to turn Gwen into a lich, I want to cast True Resurrection on her."

Dr. Richards gave a nod. "I know. You want me to bring her back, no strings attached." He inhaled, then exhaled, then rubbed his eyelids. "Peter… when I was a younger man attending Empire State University, I had a roommate. He was a lot like you, gifted with an incredible mind

and potential – maybe not to quite the same extent as *me,* of course, but even so, he was my dearest friend. We had such an optimism back them, we truly believed the two of us could accomplish anything." Richards paused. "But when he lost his mother, my friend became desperate to bring her back. He traveled the world, acquiring all the knowledge he could. Like me, he was barred from studying magic, but that was hardly a hindrance to him. He simply stole the information he needed, learning ancient and forbidden magical techniques, and through a mixture of this magic and his advanced science, my friend was able to build a machine. A machine that could go into… into what he believed was 'hell' and retrieve the souls of the dead."

Peter hadn't blinked once this entire story.

"I helped him at first," Dr. Richards continued, eyes still shut. "I was young and stupid back then. But as the experiment neared its conclusion, I began to see things differently. I tried to warn him that he'd miscalculated, that he would cause a terrible accident, but he insisted that was impossible. The ensuing explosion left his face horribly mangled, and his pride's prevented him from ever repairing the damage. He… blames me. Thinks I sabotaged it."

"Did you?" asked Peter.

The question generated a long silence.

"Peter," Richards finally said, "as scientists, we have a responsibility to the world."

This generated a shorter silence.

"I can't believe you." The next moment, Peter was on his feet. "So what you're saying is we could have the technology to bring back dead people *whenever we wanted,* but we *don't* because- because- *God.* That poor guy just wanted to see his mom again-"

"Well, he's since gone on to become a tyrannical dictator bent on world domination," Richards said dryly, "so I can't say I feel an *abundance* of sympathy for him."

After that, mysteriously, Peter wasn't so eager to mouth off anymore.

Richards brought his fingers to his scalp, running them through his white-streaked hair. "Playing God is too much responsibility for any one man to hold. Let's say I reconstruct Victor's machine. Let's say I have the power to 'bring back dead people whenever I want.' How do I decide which of them 'deserve' to be brought back? People die every second, Peter. I can't revive *all* of them – The Earth would overcrowd. I'd have to design countless colonies in space or other dimensions, and that would be a massive, complicated undertaking."

Now Peter was fighting to keep his jaw from dangling. "C-Couldn't you just bring back people who died way too young? That can't be too bad on the planet if- if you crunch the numbers, can it?"

Dr. Richards could only shake his head. "Even if that was the case, it would be met with fear, distrust, and opposition. This kind of technology would reshape our entire society – I can't just roll it out overnight."

"But- But-" Peter could feel the patheticness swelling in his voice. "-couldn't you *just* bring back *Gwen?*"

Dr. Richards couldn't even look at Peter's face anymore. "Like I said, I have this conversation with a different person every day." He paused. "Think of it this way – These types of 'unethical' scientific experiments have been declared highly illegal by the U.N. Was I to revive even one person from death – especially one whose passing was so highly publicized by the media, I'm

sorry to add – S.H.I.E.L.D. would swoop in to arrest me, and that would be highly inconvenient to my work. The work I do for the good of mankind. I'd be trading billions of lives for one."

"S-She could change her name, have a face lift. No one would have to know-"

"I'm sorry, Peter." Richards shook his head, eyes shut. "It's not worth the risk."

"*Then you might as well be the guy who killed her!*"

And that was the end of that. Peter stormed out of the headquarters.

Dr. Richards, meanwhile, simply shook his head again and returned to his workstation. He sighed to himself. "Happens every time…"

Stupid idiot godless unloving atheist jerkwad… Peter bet Reed's reservations would evaporate away if it was his *own* wife in the ground.

As much as the sight of the Baxter Building now disgusted Peter, though, he'd only managed to swing about three blocks away before his arms gave out on him. Now Peter was simply lying belly-up on another nondescript rooftop, hands resting behind his neck, gazing up at the stars overhead. Well, okay, he couldn't actually see them – This was Manhattan, after all – but Peter knew they were there.

He shook his head, smiling to himself. "Hey, Gwen, it's me. You wanna know something funny, Gwen?" He rolled to his side, pressing all his weight onto one shoulder. "I've been thinking a lot lately about the world. All of it. I'm just a clump of cells clinging to a minuscule little rock floating in an endless expanse of space, and that space is full of endless *other* rocks with endless *other* clumps of cells all clinging to 'em, and *all that* is just *one* in an *infinite* sea of parallel worlds out there in the multiverse…" His lids clamped down on him. "…and *none of it's* as important as *you.*"

He wasn't sure how long he stayed up there. Until he again lost the strength to cry, at least. And then a good while after that.

Sometime during all this, a thought wormed its way into his head – There was no God. There were no souls. Gwen Stacy had only existed because that exact order of atoms had just so happened to be arranged in that exact shape. And the thing about atoms was that they weren't different from each other. One carbon atom was basically indistinguishable from any other, right? Provided the electrons and stuff were the same, anyways. A "clone" was only an idea brought about from the distorted way humans perceived the world.

And here's the thing about clones – From what Peter understood, when Reilly and Kaine had first crawled out of their pods, for all intents and purposes, they had *been* Peter Parker. They'd been indistinguishable from the real deal, at least mentally. But then you factored in the brain chemistry changes caused by Reilly being female or Kaine being born prematurely, and then they were essentially their own unique people. And even putting that part aside, as Peter, Reilly, and Kaine continued to live their own lives, they naturally became more and more different. So much of who you are as a person is shaped by your environment. By that logic, then, Reilly and Kaine weren't the same person as Peter… in the same way Peter wasn't the same person he'd been a couple years or, let's face it, even a couple *days* ago. People changed.

If Gwen had been cloned while she was still alive, the same logic obviously would've applied to her. So then, if she was to be cloned now that she… wasn't… wouldn't that logic still apply? Clone-Gwen, when she came out of the pod for the first time, would be exactly like Gwen Stacy.

But inevitably, she'd learn she was a clone, she'd stand before the real Gwen's grave, and that would change her. It had to. And she would no longer be Peter's Gwen.

But then, the real Gwen's own natural life experiences would've changed her anyways, right? If she'd married Peter, if she'd become a mother someday, she would've no longer been the "Gwen Stacy" she'd been at eighteen. And that wouldn't have mattered at all. No matter how much she changed, Peter's love for her never would. And if a clone of Gwen was sitting there waiting for Peter the moment he walked in his apartment, he wouldn't be able to help himself. He'd feel that exact same love for her.

So then the only question remaining was… was there an afterlife? Did people have souls? Did clones have souls? So, for example, if Valhalla was legit, and Peter, Reilly, and Kaine all died in battle and went there, would they each get their own seat at Valhalla, or did clones share a-?

Okay, time to hit the breaks on that train of thought. Peter's head was spinning.

…So the smartest man in the world was a creep who refused to help. So what? Peter was smart. He could do this on his own. If S.H.I.E.L.D. was cleaning through Miles Warren's files right now, then all Peter had to do was bust into Oscorp Tower, beat up a couple S.H.I.E.L.D. agents, and steal all of Warren's research for himself. And that lab where Peter had fought Reilly the day he met her? It couldn't have been the only one of its kind. Smythe had brought Peter to a totally different lab during that time bomb thing with Jameson. Peter bet Oscorp had hidden those things all over the city, and- and Warren had probably jotted down their locations. At least one or more of those labs had to have other clone-gestation pods, right? And brain scanners with the algorithm to repair the decayed cells and stuff? After all, Ragnarok, that clone of Thor, had to have been grown *somewhere,* right?

Peter had his work cut out for him. Step one, steal Warren's research. Step two, find one of Warren's secret clone labs. Step three, do a little gravedigging-

"*Hnngh.*" A convulsion wrenched Peter from his thoughts. He flopped over, clutching his spandex-covered stomach, and panted, waiting for it to die down.

What was he thinking? This was wrong. Peter couldn't… couldn't do this. He shut his eyes, forcing his head to empty itself. The plan wasn't happening. It'd just been another one of those scary ideas nagging at the back of his head.

Dead-End Job

"*Eleka nahmen nahmen,*

Ah tum ah tum eleka nahmen…"

This time, it wasn't just the spotlight painting the singer a sickly shade – It was helped along by the literal paint covering her skin. Today was dress rehearsal.

"*Eleka nahmen nahmen,*

Ah tum ah tum eleka nahmen…"

Mary Jane craned her neck, watching the musical number from just offstage. She'd ended up being cast as one of the Shiz students, meaning she got to bust out the old schoolgirl uniform.

"*Let his flesh not be torn,*

Let his blood leave no stain.

Though they beat him,

Let him feel no pain!"

MJ had to admit, though, between the tattered black robes and that fog machine turning the air a thick pea green, that singer creeped her out a bit.

Maybe Kaine should've felt creeped out right now, but in truth he felt as numb as the cold, sterile chamber below. He crept silently over its ceiling, his red and black costume concealed by shadow. Beneath him hung massive slabs of meat numbering in the dozens. Some of them had retained enough of their shape to still be recognizable as cows.

The majority of the meat hunks, though, had been ripped to shreds. Bones and tendons were flecked across the grimy storage floor, the dim overhead lights painting them shades of red and pink like the worst Valentine's Day party ever. Looked like Big Red had been using this place as his own private snack bar.

Oh, that reminded Kaine, he was starving. When this was all said and done, he was going for hamburgers.

Without further ado, he dropped to the floor beside one of the larger meat hunks. Carnage had to be here, judging by how hard Kaine's head was tingling. After their little tussle in the bar, Carnage had run for it, but not before Kaine had managed to slip a spider-tracer on him (The tracers had been made per Kaine's request back when he'd still been under Oscorp's thumb. Also, he'd had them throw in a Spider-Signal projector on his waist. That part had been non-negotiable).

And if Kaine's spider-sense was correct, the tracer had to be… *here.* He flipped over a stray pile of meat to discover a tiny, red metal spider waiting for him. *Wait.* It'd been moved. Carnage must've found it and-

"*Ragh!*"

Kaine didn't need his spider-sense to know that Carnage had just pounced from the shadows. He

was sent skidding through slimy cow-parts, fighting with all his might to keep Toothy here from chomping his arm off.

"*Let his bones never break,*

And however they try,

To destroy him,

Let him never die.

Let him never die!"

Another second, and that spiked tentacle would've taken Kaine's head clean off. He managed to kick Carnage's torso enough to knock him away, but even once Kaine was freed, he had to stand there and pant for a second, hands on his knees. That bar fight had left him bloodied enough as it was.

But Kaine barely had time to spit out the crimson syrup pooling in his teeth before Carnage lunged again. This time, though, Kaine was ready. He ducked under the beast's legs, then punched him right in the butt. Carnage went flying… straight into the machinery used to grind the meat down.

Thwip. A glob of webbing pinned the power button. There was a haunting *whirrrrrr*, followed by Carnage's shrieks. As it turned out, though, they were shrieks of laughter.

"Ooh, everything really *is* bigger here in Texas." In an instant, the machine exploded from the inside-out, forcing Kaine to duck a rain of saw blades. "The horses, the space between buildings, Spider-Man's balls-"

"I'm not Spider-Man." To demonstrate, Kaine webbed up a stray blade and lobbed it right towards Carnage's neck. That was a little trick he liked to call the web yo-yo. Of death.

"Trust me, I can tell." But Carnage merely swatted it away with a tendril. "In fact, now that you mention it, you're not much like the spider at all." He prowled forth on all fours. "You remind me more of… me."

"*One question haunts and hurts,*

Too much, too much to mention.

Was I really seeking good…

Or just seeking attention?"

The crimson eyes of Kaine's mask went narrow. "You wanna know something, Cletus?"

This time, Carnage didn't lunge. Instead, he hopped onto a wall, gripping on with his talons, and sent out a whole swarm of tendrils from his back. Each was sharp as a razor, and yet, before they could reach his face, Kaine grabbed up every last one in his hands and yanked. Carnage was sent hurtling towards him.

Splorch. But that also meant an ax-shaped hand was sent hurtling into Kaine's stomach. Instantly,

redness oozed out. It was impossible to tell where the blood ended and the symbiote began.

But it'd been a fair trade. While Carnage had been busy doing that, Kaine had managed to grab the freak's jaws in each hand. He wrenched them open like he was trying to escape an elevator, tugging and tugging until the slime tore from its host with a sickening *squelch*.

Newly revealed was the Tootsie Roll center that was Cletus Kasady's ugly mug. Within seconds, more red slime was trickling up Cletus's neck to replace what'd been lost.

But Kaine's fingers reached it first. Carnage's tendrils tore and tore at his flesh, but it was too little, too late. Kaine had only needed a moment. "You raise a good point." *Snap.*

"*Is that all good deeds are,*

When looked at with an ice-cold eye?

If that's all good deeds are,

Maybe that's the reason why…"

Even after Cletus collapsed to the floor, the blood red symbiote continued to crawl over him, trying desperately to lift him off his bed of cow meat. But Cletus's body could only stay limp.

"*Hrrk.*" Without the swarm of red tendrils pinning him in place, Kaine, too, collapsed to the floor.

It was an act that got the symbiote's attention.

"*Let all Oz be agreed,*

I'm wicked through and through."

A palm rested itself on the slime. The Mark of Kaine.

"*Since I can not succeed,*

Fiyero, saving you-"

"Hey, little guy," came a faint, feeble voice. "Bet you're hungry, too, huh?"

"*-I promise no good deed,*

Will I attempt to do again.

Ever again!

No good deed,

Will I doooooooo… agaaaaaaaaaaaaaaain!"

The music had reached a crescendo, but just as quickly, it faded out.

In the front row, the director made enough applause to fill the whole auditorium. “That was wonderful, simply wonderful, darling! I feel as if it’s really happening!”

Peter sat slouched, still in costume, on the X-Mansions front steps. Jean Grey sat beside him, hand on his shoulder, and across from them was Professor Xavier himself. He had, err, taken the ramp, though. Unlike Peter, the two mutants had opted for more casual wear (though Xavier didn’t seem to actually have a proper costume, now that Peter thought about it, unless you counted the wheelchair).

“Reed really thinks people can come back from the dead?” Jean furrowed her brow. “I don’t know, sounds kinda far-fetched…”

“Yes, it does strike me as improbable.” Xavier nodded.

Peter merely sighed, fixing his gaze on the night sky above. “I don’t know *what* I think anymore. But either way, Dr. Richards’s no help…”

“Maybe you oughta go to that friend o’ his, sugar?” spoke a voice.

“Whuh?” Peter’s gaze snapped back to the mansion’s grounds.

From the shadows emerged a pale, gaunt figure with an unmistakable skunk stripe running down her hair.

“Doctor Strange.” Rogue gave a mysterious smile. “Why not see his ghosts fer yerself? All you gotta do’s go to that Sanc-tem Sanc-ter-em place. Seventeen-seven-A Bleeker Street.” The smile turned a bit more wry. “Y’all’d be shocked what ya can find in the phone book.”

Well, here Peter was. He strolled down the sidewalk, totally alone. At this time of night, his costume didn’t even earn him nearly as many stares – He *was* in Greenwich Village, after all.

Peter found his gaze wandering to the middle of the road. This place couldn’t help but make him think of last Halloween’s carnival. Back then, MJ had still been with Mark – She’d gone as a sexy nurse to go with his sexy doctor. Peter, meanwhile, had gone as Daredevil, mostly because he’d thought it’d be really funny if the media ever accused him of that, one, too. And then there’d been Gwen. She’d gone as Miss Marvel. The costume was probably still in a box somewhere in their back closet, but Peter hadn’t touched any of her stuff since he’d poked through her laptop. He just couldn’t bring himself to, he guessed.

That Halloween had gone a tad more smoothly than the previous one, to say the least. No goblins had pulled Peter away from the carnival – but Gwen had. She and Peter had ended up finding a secluded alleyway and…

Peter forced his thoughts back to the present. The farther he let them slip into the past, the harder it got to pull them back out. He needed to keep himself planted firmly in reality.

Peter stepped onto the Sanctum Sanctorum’s welcome mat.

The place was an ancient, brown-bricked building, and a big, circular window with a squiggly-patterned emblem rested in the side of its green rooftop. The buildings surrounding it, meanwhile, were of the dull, featureless, rectangular variety. The sight of them caused the “One of These Things is Not Like the Others” song to play in Peter’s head. Seriously, if 221B Baker Street had a baby with Hogwarts Castle, the Sanctum Sanctorum would be that baby’s inbred cousin. In short,

Strange's house struck Peter was very… uh… what's the word… *abnormal.*

The door opened before he'd even had a chance to knock.

"Can we help you?" Out of the frame poked some bald, middle-aged guy in a grass green robe.

"H-Hey." Peter gave a little wave. His voice had decided to go a pitch higher than he'd have liked. "I was wondering if you guys did, uh, séances, I guess." Sheesh, Peter had fallen far. Next he'd be paying ten bucks to have his palm read.

"Not unless it's urgent. The Doctor's talents are meant for a great deal more than parlor tricks." The door started to close back. "Now if that was all, I'm afraid the Doctor is busy." Just before he shut it completely, though, the guy added, "But I am sorry for your loss."

Peter remained there long after the door had clicked back into place. Parlor tricks? *Parlor tricks?* He thought Peter was just asking for some stupid *parlor trick?* This so much more than- He just wanted to- *God,* even the weird magic hero that the other heroes avoided eye contact with was a jerkwad.

At first, Peter stormed off like he'd done with all the other superheroes he'd talked to today (except Thor and the X-Men. Thor and the X-Men were still cool). But then Peter caught himself, thought a moment, and doubled back around the building's side. Once he was sure no one was watching, he hopped onto the Sanctorum's wall. As per usual, it took a couple tries to get his hands and feet to stick, but with persistence, he was able to reach the dark green shingles of the rooftop.

The moment he was up there, Peter crawled towards that big, circular window. If Doctor Strange was too good to help him, then Peter would just sneak in, grab some spellbooks or a magic wand or whatever, and do the séance himself. He'd played DnD. He had this.

Yes, said Peter's brain. *This is a very good idea.* Had Peter mentioned it was, like, three in the morning?

God, was it three in the morning? Mary Jane shook her head as she returned her phone to her purse. That's what she got for being a career girl, she supposed.

She'd almost made it to the backstage exit when a voice cried out, "Egad! What ill fortune!"

"Huh? What's wrong?" MJ scrambled to the director's side, but so did every other actor and stagehand in the general vicinity. She got totally drowned out.

"I've just received *terrible* news!" the director said with a flourish of his hand. Yeah, MJ was starting to see why this guy and Devereaux were friends. "Those accursed Dark Avengers missed a dinosaur. Miss Cooper was just mauled by a Velociraptor on her way out the lot."

"Not Carlie!" gasped a stagehand.

"Yes, it is quite a tragedy…" The director bowed his head. "…because now we have no one to be our Galinda! And opening night is but a scant few weeks away!" He clutched at his gray hair, horrified.

"And there's a dinosaur on the loose!" added one of the actors.

"Eh, not the worst thing in New York," said another.

“Who could possibly replace our Galinda on such short notice?” the director cried.

“Well,” said the aide standing beside him, “we’ll have to phone the company and request a fill-in actress-”

“Wait, I’ve got it!” The director snapped his fingers. “That background extra.”

The aide rubbed her ears – just to check that they were unobstructed. “The… background extra, sir? Which one?”

“*The hot one, of course!*”

…Was it Mary Jane’s imagination, or was everyone staring at her?

Well, Peter didn’t know what he’d expected, but it turned out the Sanctorum’s interior was a total labyrinth. A lavishly-furnished labyrinth, sure, but a labyrinth nonetheless. Peter had been using the scientifically-proven trick of taking every left turn, but now he was worried he was going in circles. He was pretty sure he’d seen that floating scale model of the solar system hovering in the pitch black orb before… except that every time he passed it, the planets within grew colder and grayer. By now, some of them were crumbling off into dust.

That, uh, probably meant nothing.

Maybe this was the pending insanity talking, but Peter couldn’t shake the feeling that the dark red carpet running over the rich maple wood floor was actually the tongue of some creature threatening to swallow him up. Like Monster House but slightly less stupid.

Peter shook himself out of it. What was wrong with him? Since when did he buy into this garbage? Doctor Strange was obviously, like, the superhero equivalent of Mysterio, and this whole house was all just a- Wait, did that skull in the jar have *three* eye sockets?

Somehow, Peter ended up backing away… until he bumped into something from behind. “Gah!” He spun in place.

A demon stared back at him.

“*What-?*”

But a second later, Peter realized this demon was of the inanimate object variety. Specifically, it was a disembodied head made of solid gold, and it seemed to belong to a mix between a pig, an ox, and roadkill. The head was attached to a slender, equally golden rod standing vertically in a marble pedestal.

“Oh. Heh.” Peter stepped towards it. “C’mon, don’t you know jump scares are the cheapest kind of-? *Hey!*” The instant he touched a hand to the rod, though, he sprang back again. It’d burned like dry ice, straight through his glove. Hmm, interesting. “I don’t suppose you’re a magic wand that’ll let me talk to ghosts, are you?”

He wrapped his fingers around it again, but this time he was ready for the burning. With a quick tug, Peter freed the thing from its pedestal. Turned out that demon head design was on the rod’s bottom, too, making it perfectly symmetrical.

After a second in Peter’s grip, the burning faded away, leaving the rod cool to the couch. Nifty. Peter turned to an empty patch of hallway, then gave the wand a wave. “By the Hairy Whores of Hoggoth!” he bellowed. Nothing. “Eh, worth a-”

Down the hall, a doorknob rattled. Not like it was being turned – more like it was being shaken from its hinges.

"*No way.*" The wand clattered to the rug, and a second later, Peter stood before an ornate, gold-trimmed wooden door. The knob gave another, even more frantic rattle, but it wouldn't budge.

Peter knew what was behind that door. In fact, he'd never been so sure of anything in his life – It was *her*. She was trying desperately to reach him, but she couldn't. Not without his help. His hand hovered over the knob.

"No!" But a frantic voice wrenched his attention away. On the far side of the hall was that bald guy again, and a look of utmost horror was plastered on his face. "He's taken the Wand of Watoomb!"

The wand had, indeed, been snatched up from off the rug. It was now clutched in the sweaty hands of Walter Hardy, and the bald guy was chasing him right towards Peter.

Peter's hand lowered. He started to step towards Walter, but the moment he did, the doorknob grew still.

No. His window was closing. He didn't have time for this. Peter returned his attention to the knob before him, stepping out of Walter's path. Out the corner of his eye, he noticed that Walter had reached the elevator. Just before the doors closed, the man gave an appreciative nod, his pistol held high.

Peter would double back for him later. Just as soon as he got this stupid door open. He tried the knob, but it wouldn't budge from this side, either. In that case, let's hope the last reserves of his spider-strength hadn't dried up yet. Peter gave the door a nice, strong kick.

It swung open. And she was, indeed, standing in the doorway.

"Gwen? *Gwen.* Oh my god. I can't believe-" Already, his arms were around her. But something was wrong. She was cold. Way too cold. "Gwen?"

Her skin was the color of milk. Her pretty blonde hair was caked with mud, as was her mint-colored summer jacket and- and even her black headband. Her glasses were missing, too, but… what really stopped Peter's heart was her head. It'd lolled back at an impossible angle. She was struggling to lift it.

"Hey, I've got you. I've got you." Absolutely none of that stopped him from holding her tight.

"*Peter?*" Her voice, too, was wrong. Yes, it was supposed to sound soft and delicate, but not like a rotted log. "*How-? You shouldn't be here. Not like this.*" Wide, glassy eyes bulged in their sockets. "*Peter, go back. She can see y- Hrrk.*"

She grasped at her neck, revealing the overgrown fingernails and grimy, dust-encrusted ring on her hand. And around her neck was a different ring – a thick, gray, silky one. The harder she tugged at it, the tighter it constricted.

"Hold still. I can save you, Gwen. Just let me-" No matter how Peter tried, the web wouldn't tear.

Gwen's mouth was open, revealing yellow teeth above a black tongue. She was trying desperately to speak, but the words wouldn't come. All that emerged from her throat was a faint gagging noise… followed by a trickle of dirt.

“What-?” Peter stumbled back in spite of himself. The soil had splattered across the rug by his foot. There were little white things writhing in it. “No. No, Gwen, listen, you’re going to be okay-”

He stepped towards her again. But the instant his foot hit the rug, the floor vanished. Peter screamed. So did Gwen. Peter fell to the river below, the water’s surface impacting like concrete.

Above him, Gwen came to a sudden stop.

With a gasp, Peter broke the water’s surface. Ice. It was like ice. His head went skyward, but it was pitch black out now. He couldn’t see a thing.

Until lightning hit the bridge.

She was floating in the air with her limbs sprawled out. Webs trailed from each one, connecting back to the pillar above. She was dangling there like a marionette, staring at him with motionless eyes. A gentle breeze rocked her back and forth. The image was visible only a moment, yet Peter saw it long after the world grew dark again.

The water was getting heavier. Peter let himself drift. Deeper and deeper he sank. He thought it’d be pitch black down here, too, but there was actually a murky glow to everything. A glow that revealed that Peter wasn’t the only one floating down here.

Captain Stacy was here, too, with wispy red clouds flowing out his uniform. His eyes were open, and his face was not unlike the ones of those demon-heads on the wand.

“*I’m sorry.*” Peter opened his mouth, but that only let muddy water rush in. “*I tried. I swear I did-*” He gasped. More and more liquid was entering his lungs, weighing him down. On sheer impulse, he thrashed and flailed.

A car horn pierced his skull.

And as soon as it did, Peter’s elbow hit something solid – It was a dull yellow Oldsmobile floating in the depths, covered in rust and seaweed. The murky glow, evidently, had come from its headlights. The moment Peter spotted it, its door opened, and Peter swam inside.

He thought he’d be gasping and sputtering soon as his butt hit the seat, but Peter actually felt dry as a bone now. With a jolt, he realized his mask had vanished, and his spandex had been swapped out for his familiar blue t-shirt.

Wait. The library. Peter’s head went to the window, but the library was not waiting for him. Instead, all he saw was a white, featureless void. There was nothing here but the car and its occupant.

Or rather *occupants,* plural.

“Peter.” He looked just as Peter remembered him. His skin was a bit wrinkled, sure, but full of color, and his arms were as warm and as tight as ever.

“*U-U-Uncle Ben…*” Peter stayed like this a while, letting Ben hold him the way he always used to. Peter was small again.

“I’ve got you, kiddo. I’m here.”

Peter wasn’t sure how much time passed. He wasn’t even sure there *was* time in this place.

Eventually, though, Peter steadied his voice enough to say, “Uncle Ben… make it stop. Please.” The voice wasn’t his own. It sounded broken. Empty.

Ben held him tighter. “Peter… all the times we’ve talked about honesty, fairness, justice…” His stern gaze locked with Peter’s wavering one. “All of those times, I counted on you to have the courage to take those dreams out into the world.”

“*You didn’t tell me it’d be like this.*” Peter wrenched himself free – both of Ben’s gaze and of his hands. “It was supposed to stop, but it didn’t. It only got worse. You’re asking me to give and give and give until I’m just another *husk* floating in the river-”

“The dreams don’t change, Peter.” That only made Ben’s voice all the sterner. “Not ever.”

“*Uncle Ben, please, I can’t do it. Don’t make me.*” And Peter had thought his voice sounded alien *before*. Now it was contorting to pitches he hadn’t thought possible. “*It hurts. Just make it stop. Please.*”

“Take my hand, son.” Ben offered his out.

“*You can’t do this to me. Please don’t do this to me.*” Peter’s voice had gone from a scream to a whimper. All he could do was rest his head on Ben’s lap and shut his eyes tight. “*No more.*” It started as a plea, but it became a chant. “*No more. No m-*”

The windshield shattered. Before Peter could so much as scream, a hand was on his windpipe, and he was dragged off his seat, and then-

-he was standing in the hallway of the Sanctum Sanctorum, chest heaving. His costume was back on his body, and on the ground before him rested that- that *demon-wand*.

The moment he realized that, Peter backed away from it. But that only made him bump into something behind him – a tall, lithe man. His hair was dark and white-streaked, and around his deep blue robes was a crimson, gold-trimmed, high-collared cape that trailed the floor. His eyes made Peter feel like he’d just been dunked in ice water.

To be clear, it didn’t feel like Peter had just awoken from a dream. No, that’d all been one smooth take, Birdman-style. The events remained crystal clear in Peter’s head. Every last detail.

“If you value your existence-” Doctor Strange spoke through gritted teeth. His was voice steady and sharp, and every syllable made Peter flinch. “-you will not touch anything in this building ever again. She let you through the Sanctum’s wards. She can feel the temptation within you, boy, and she is desperate to have you. She finds you as captivating as a cat does its prey. You have *enticed* her. If you wish to leave this place, now is your *sole* opportunity.”

“I- I-” Peter tried to quip, but it came out all strangled.

He’d seen it so many times, but it’d always felt so detached. Creatures would rear their heads, things that had no right to exist, and the civilians of Manhattan would scream and run for their lives. Peter had always taken that for granted. He never thought he’d get to experience it himself.

“*Buzz Lightyear, planet Earth needs your help!*”

“*On the way!*”

“*Buzz! Lightyear! The world’s greatest superhero now the world’s greatest toy!*”

Mary Jane slouched back on the couch, chewing her popcorn as noisily as she pleased. It was the good kind with all the grease and butter. Her diet could go screw itself. For one night, at least.

Just as she was reaching for her decidedly non-diet Coke, the front door swung open, and Peter slinked his way into the apartment.

"Oh, Tiger. Hey." MJ fought to keep the relief from bleeding *too* heavily through her words. He hadn't broken his neck web-swinging, at least. "You wouldn't *believe* how crazy my day's been. Oh, and-" She hit pause on the remote. "-you never got around to moving my TV, and I couldn't sleep, so I, uh, dusted off my VHS's and started my annual Pixar marath-" But the moment she caught his face, she gave a start. "Peter? What happened?" Mary Jane sprang to her feet, sending crumbs off the nice dress she'd worn to work and onto the carpet.

He all but collapsed into her arms. His mask was off, but the rest of his costume wasn't. It was tight and sweat-stained. MJ didn't think she'd ever seen him risk going through the front door with it on before, even at this time of morning. And she hadn't seen his face this pale since…

She sat him down on the couch with trembling hands. He told her everything, though he struggled through each sentence. The Avengers ID card, crazy homeless Daredevil, Reed Richards's mad science, and the trippiest sleepover ever at Doctor Strange's house.

When he reached the end of the story, Peter said, "She was trying to warn me about something."

Mary Jane smoothed his hair, which had been warped beyond recognition by the sweat. Sometime during Peter's story, his head had ended up resting against her shoulder. "Peter… you said you were *expecting* to see her when you opened the door."

"It was her." Peter's voice grew firm. "I *know* her. It was her. This has happened before. When the symbiote had me trapped at that church, I *saw* Uncle Ben. He *talked* to me-"

"The symbiote was digging through your brain," cut in MJ. "Maybe this wand thing was, too? How do you know these aren't just your memories and- and your thoughts? Maybe you're seeing these people how *you* think of them? Like Dr. Richards said-"

"*No, you don't get it. It was real-*" Peter started to struggle again, but her hands made him still.

"Peter… your real uncle wouldn't have wanted you to hurt so much. It's like this one, out-of-context talk got burned in your brain, and now it's all you can remember about him." Mary Jane brought a hand to his arm, stroking it. "He didn't even know you had spider-powers, and they're fading away anyways, right?" Softy, she added, "He'd have wanted a normal life for you."

But right when Peter seemed calm again, the struggle resumed. "But what if you're wrong? What if Gwen's stuck as a ghost, and she's trapped in this guy's crazy magic house *in pain* or- or-?"

"*Peter, listen to me.*" MJ hated to do it, but she made both her voice and grip a bit harsher. "It was a mind-trick like Madame Web's. *It. Wasn't. Real.*"

"But-"

"I want you to say it, Peter. Please, just say it to me."

There was a moment's hesitation. "It… wasn't real."

"Thank you."

The sentence did seem to bring some relief to Peter's face. Hopefully he hadn't gotten as skilled at

faking that as yours truly. But even once the tension died down, Peter remained slumped against MJ's shoulder, facing her on the couch cushions. A fresh batch of tears were fleeing down his cheeks.

Mary Jane didn't think she'd ever get used to seeing Peter like this. He felt like he was made of porcelain, like if MJ held him just a bit too hard, she could accomplish what countless supervillains had failed to do. Mary Jane had only ever met Peter in his post-spider-bite days. To be honest, deep down, she'd kind of thought, y'know… he'd always been like that.

In a mousy voice, Peter asked, "Do you think Gwen's in hell?"

For a moment, the only sound in the living room came from the old, out-of-synch clock Aunt Anna had given them.

"No idea." Mary Jane didn't even *try* to smile. "But, I mean, if I could pick and choose which afterlife's real… I think I'd have her be reincarnated as a house cat. And she'd be owned by some sweet old lady who loves her to death and takes great care of her. I've… I've always thought that sounded nice, anyways."

She checked his face again. There was what *could be* the start of a smile on there. "Yeah." Peter wiped his face on his mask. "It does."

"Look…" Mary Jane smoothed his hair one last time. "I don't want you going to this Doctor Strange guy anymore."

He came agonizingly close to laughing. "Yeah, I wouldn't lose sleep over that."

"And Peter?" Her gaze went to his hand, which was still clutching that mask. She touched her fingers to it. "Don't put this back on again. Please."

This one didn't even earn an *almost*-laugh. Peter went quiet, and after a couple more minutes of silence, MJ resumed the movie.

It'd just reached the part where Buzz was belly-up on the hardwood floor, staring at his severed arm.

"*Clearly, I… will go sail-ing…*"

This secluded alleyway wasn't quite identical to the one back on Bleeker Street, though Gwen had technically pulled Peter to this one, too, when you thought about it. Instead of the fervent hum of carnival-goers in the distance, the only noise here came from the gentle trickle of rain. But it wasn't nearly enough to extinguish the bonfire.

The spandex had ended up flopped over the side of the grimy, gray, cylindrical garbage can. The mask's big, white eyes gaped up at Peter, pleading with him.

Peter met them. Then he tossed in his Avengers ID card, followed by the crumpled remains of his web-shooters. He watched the smoke for a while, the stench of burning cloth and plastic in his nostrils.

But eventually, he got bored of that, and so Peter trudged off back towards the street. His head proved too heavy to lift.

"*Eleka nahmen nahmen,*

Ah tum ah tum eleka nahmen.

Eleka nahmen nahmen,

Ah tum ah tum eleka… eleka…"

A circle of tall, broad-shouldered men stood around a massive, metal pod in the center of the barren gray chamber. All they wore only plain business attire. No Hulkbuster armor. Why *would* they be wearing it? The threat had long since passed.

"This is it, boys." The head agent touched his palm to the pod's dome. "Ragnarok's humble birthplace. Now all that's left is to message Fury-"

"You're welcome to try," said a voice from the ceiling, "but I can't promise you won't *lose your connection.*"

"*Ugh. What good is this chanting?*

I don't even know what I'm reading!

I don't even know what trick I ought to try."

One of the men cried, "Open fire!"

But before even the first trigger was pulled, every last agent found himself punctured by blood red tendrils.

"*Fiyero, where are you?*

Already dead or bleeding?"

Gwendolyn Maxine Stacy, the stone proclaimed.

August 1, 1998 – August 11, 2016

Learning to face the shadows outside helps us fight the shadows inside.

The words were marred only by a light drizzle of rain. The stone looked almost proper, sitting beside its father headstone and mother headstone like that. It was nearly enough to still his hand.

"*One more disaster I can add to my,*

Generous supply."

But then he remembered her smile and the way she'd clutched her bookbag to her chest whenever she walked home from school and all the times she'd discussed at length her plans to become a scientist someday and how she used to sit in the corner of every middle school classroom and the

flighty, ethereal sound of her laughter.

“It’s okay,” he said, his voice barely audible over the drizzle. “I’m here. You’re safe.” The words hadn’t come from the black mask over his face. They’d come from the gaping, shark-like mouth spanning that mask. The one crammed full of jagged, yellow teeth.

Red tendrils pierced the earth.

Student Loan Debt

"*We couldn't be happier,*

Right, dear?

Couldn't be happier,

Right here."

A woman in the poofy blonde wig and even poofier white wedding dress smiled across the stage. Standing there was her rugged, lithe-yet-muscular groom.

"*Look what we've got,*

A fairy-tale plot.

Our very own… happy ending."

The woman danced towards him. With the spotlight following her, she looked downright luminescent.

"*Where we couldn't be happier.*

True, dear?

Couldn't be happier,

And we're happy to share,

Our ending vicar-

-iously with all of you!"

Her eyes went straight to her audience.

"*He couldn't look handsomer.*

I couldn't feel hum-ble-er.

We couldn't be happier…"

The music swelled.

"*Because happy is what happens,*

When all your dreeeeeams come truuuuuuuuuue!"

Then the music came to a stop, and the woman bowed as applause filled the theater. Again, every last drop of it came from the director, the front row's single occupant. He had a knack for making noise.

"*Amazing! Sensational! Superior! Spectacular!*" He sprang to his feet, his ponytail swishing behind him. "You, my dear, have given the *ultimate* performance. With unflinching perfection, you convey the image of one who carries the outward appearance of happiness whilst harboring a

dark and powerful angst deep within you… whilst in reality harboring a genuine inward happiness, for you know that by taking the role of Galinda, you have single-handedly saved this production-"

"Oh, well, I don't know about *that,*" said Mary Jane, adjusting her wig.

"-a ton of money! All the recent attacks on the city have led to major budget cuts." The director had sobered up for a second, but his usual pizzazz returned with a vengeance. "Yes, Miss Watson, I see now that every word Devereaux spoke of you rings true. You can act! You can sing! You can dance! You can wear green and orange in the same outfit without it totally clashing. You, my dear, are a *savant*." He gave a sage nod. "It's safe to say, Miss Watson, that my humble little play will act as the cornerstone of your long and successful career."

"Really?" MJ blinked, dazed. For a minute, she merely stood in place upon the stage, imagining every last seat being packed. It was almost enough to make her wish she hadn't blocked her dad's number so she could call him up and gloat.

Peter's vision was fuzzy. It must've gone sometime during the night. This was a discovery he'd made upon being shaken awake, then springing out of the covers and to smack his head on the ceiling. When he was finally done rubbing his noggin, he reopened his eyes to find a bleary, out-of-focus world waiting for him.

Not that there was much to see here, anyways. This room was about the size of his childhood house's bathroom. Heck, it even came with a sink. And a thick layer of grime. Home sweet home.

Peter reached for the cord to turn on the overhead lamp. The loose wires didn't trigger his spider-sense this time, so- *Bzap*. "Agh! Dammit!" Note to self, spider-sense was going, too.

As Peter sat there on his mattress, rubbing his thumb, the whole room started shaking once again. It lasted a whole two minutes this time. That'd be the subway station directly beneath Peter's feet.

Once the room grew sufficiently still, Peter knelt over the mattress to reach for his box of expired granola bars, but instead he earned himself a mouthful of rubber erasers. It was only after a couple seconds of chewing that he realized his mistake. Oh, right, his eyesight.

After even more fumbling and cursing, Peter managed to fish out a pair of dusty, black, thick-rimmed Harry Potter glasses from one of the room's countless cardboard boxes. The moment the glasses were on his face, the world snapped into focus, and the words "GWEN'S STUFF" smacked into him.

He darted back. Ugh, that'd been even worse than hitting his head.

Anyways, now that he wasn't half-blind, the hunt for granola bars resumed. It was a pretty difficult task, though. For one thing, there was barely an inch of negative space in here thanks to all these stupid boxes. For another thing, only about half of them had "PETER'S STUFF" jotted on them in Sharpie. Hmm, maybe he could make more space if he pawned off some of his photography equipment? Wasn't like he'd be using it anymore.

After his breakfast of a granola bar and bottled water, Peter gathered up his toothbrush, toothpaste, towel, and change of clothes, then made his way down the hall, stepping over damp, creaky floorboards on his way to the communal bathroom. A sigh of relief escaped his lips as the door shut behind him. Good, good, he was alone at this hour. Safe in that knowledge, he removed his shirt, then wiped off a mirror with a paper towel so he could inspect himself in it.

He found himself frowning. If he didn't watch it, his eyesight and spider-sense wouldn't be the only things fading. *Phht.* Wasn't his fault McDonalds offered so much for just a dollar.

Next, Peter held his toothpaste tube over his brush. Stupid thing. If he could just squeeze this last little bit out…

Right behind his reflection, a shower curtain burst open. "*Rent?*"

Toothpaste squirted every which way. "*Jesus, Mr. Ditkovich!*" Luckily, the paste ended up landing in just the right spot on the glass to spare Peter from the worst of it.

One of the stairs was missing a floorboard. Peter nearly broke his neck in his hurry down them. *Hmph.* Wouldn't *that* have been fitting? But no, all he ended up doing was scattering his textbooks out his backpack and across the apartment complex's moist floor.

"Oh my-! Are you okay?" The books hadn't even hit the ground before a blonde, pigtail-wearing girl was scrambling to retrieve them. That's be *Miss* Ditkovich, the landlord's daughter. She was about Peter's age. And that was the full extent to which Peter had thought of her. "Here, let me- *Ow!*" Naturally, she ended up clonking heads with him.

"I'm good, thanks." Peter tried not to scowl as he returned to his feet with books in hand. "I've gotta go. I'll be late for class."

"Right. Right." The girl stood in place, watching him leave. As he trudged out the door, she added, "Have fun at class" in a dazed voice.

Was *everyone* in this place a weirdo? Well… that'd explain what Peter was doing here.

Peter didn't speak another word that day until class was over and he was seated at a table in the Connors' lab.

Dr. Connors had been gently instructing him on the correct measurements to pour into a vial when he suddenly said, "I don't know if we've expressed this to you yet, Peter, but Martha and I are relieved and delighted that you've decided to attend this semester after all. We can't understate how proud we are of you, and we want you to know you have our full support. We're here if you ever need us." He rested his prosthetic hand on Peter's shoulder.

"Thanks." Peter's eyes hadn't left the vial.

"We support *all* the choices you've made lately," added Martha from the table's opposite side.

"Y-Yeah, well…" Peter hadn't really told them anything, but he supposed the lack of spandex-wearing weirdos in the paper had helped them put two and two together. But the Connors *definitely* hadn't been told about the mysterious loss of Peter's powers – mostly because he was scared they'd know how to cure it. "…there are plenty of other ways to do good in the world. You don't *have* to go around punching crooks. I mean, scientists help tons of people, right?"

"Right." Husband and wife gave mutual nods, then smiles.

"Too bad you couldn't have had that insight a bit *earlier,*" said a voice from the doorway.

Peter found himself wincing. He didn't need to look to know the voice's owner. After that, Martha offered a hushed apology – She'd tried to keep their schedules apart, but Peter had stayed too late and Eddie had arrived too early today – and then Peter gathered up his stuff and hurried

out the lab.

Peter ended up trudging down the deserted campus sidewalk. His shoulders were weighed down by more than just his backpack. Halfway to the bus stop, he had to halt and catch his breath. Felt like he'd just wrestled the Sinister Six.

Peter leaned against the wall of a building, panting. His palm hit paper. "Huh?" There was a poster plastered here. And an identical one beside it, and an identical one beside that. In fact, the whole wall was tiled with the things. And every last one displayed the same image of a familiar redhead showing off her perfect white teeth. Looked like she had a new magazine cover to advertise. Peter stood there, staring at the collage long after the sound of an arriving and departing bus hit his ears from behind.

After one last moment of hesitation, he retrieved his phone from his pocket. Peter thumbed through the lock screen, then stared at the wallpaper of the smiling blonde for a second before pulling up the "recents" list. He had five missed calls, one for each day of the week thus far, all from the same caller.

Peter tapped over to his latest voicemail, then held the speaker to his ear.

"H-Hey, Tiger," came a soft, somewhat raspy voice, "I know you're probably busy. Sorry to keep bugging you – I just want to make sure you're doing okay. Call me back if you ever… ever… *Ugh, get a clue, Watson. He's deleting these things on sight.*" The message cut off.

Immediately, Peter tapped the "call back" icon. It didn't ring for half a second before a somewhat raspy, somewhat frantic said, "*Peter?*"

"Hey, Red. Sorry I didn't call back sooner." Peter surprised himself with the tiniest of laughs. "I, uh, actually *wasn't* deleting them on sight. Just needed some alone time, I guess." He paused. "So… you wanna go get something to eat?"

It became a weekly ritual for them – Fridays were the days when they hung out. The two didn't formally organize it or anything. It just kinda happened. At first they'd only hung out around the city, but eventually that'd morphed into watching TV at MJ's condo, a change that stemmed primarily from laziness. Well, they didn't *only* watch TV. Sometimes they'd play a video game or read a book together or something. Whatever.

Okay, yes, fine, Peter was mooching off MJ's wi-fi and HDTV (which, by the way, was exponentially bigger than the one he'd smashed). But Mary Jane didn't seem to mind, and, hey, it beat sitting in his own place and watching yet another rerun of *The Moldy Wall Show*. Though Peter had gotten kind of invested in the fate of this one really long, green mold strand.

Of course, the first time Peter had set foot in MJ's new place, he'd had to hold his jaw shut. His impressed gasp had created an echo. The living room alone was *huge*. MJ could breed horses in here – except that animals weren't allowed. As it turned out, that'd been a deal breaker for Sophia. MJ was rooming alone, apparently. Peter would've voiced his worry about that, except then MJ probably would've accused him of being a hypocrite, and Peter didn't have the energy to explain why she'd be wrong… to himself.

The first time she'd noticed his jaw problems, Mary Jane had simply shrugged her shoulders and said, "Eh, money's overrated."

"Oh, yeah, totally." Peter had nodded. "I *hate* having money. Hey, unrelated question, would you like to join the Church of Scientology?"

“Don’t even joke. I legit had a guy try to recruit me the other day.”

“Well, uh, guess that’s a sign your career’s taking off.” Peter had laughed. “You know you’ve got an IMDB page now?”

Mary Jane had shrugged again, then tossed her jacket wherever it happened to land on the carpet. The maid would take care of it later. “Oh, that? Nothing but bit parts. And, I mean, I’ve got income from plenty of other places, too.” She’d counted off on her fingers. “The modeling, Twitch streaming, donating blood plasma, the hardcore porn… Just kidding. I’d never donate blood. Gross.”

“Ha *ha*.”

Back in the present day, Peter and MJ were now watching TV together on her couch, making sure to keep the customary three cushions of space between each other at all times.

“So what *is* this show, again?”

“I dunno, some cartoon about a celebrity horse guy. I just found it on Netflix. Figured cartoon animals would be a good break from all the bleak, depressing crap on here.” MJ knelt over to retrieve something off a TV tray. “Hey, you thirsty?”

“Sure, thanks.” Peter accepted a glass of peach tea and took a swig. That was another benefit of hanging out here – the variety of beverages. If Peter had to drink one more bottled water, he’d drown himself.

Once Peter’s whistle had been sufficiently whetted, MJ seemed satisfied and returned her attention to the remote. “So are you guys still talking about that equalizer thingy in Connors’s class?”

“Equilibrium,” said Peter. “Yeah, we’ve been going over Le Chatelier’s Principle. Henry Louis Le Chatelier was this French chemist guy, and his discoveries had a really big impact on how we think of chemical equilibrium.”

“Right, right, I’m with you.” MJ’s eyes had glazed over.

“So what the principle means is, basically, if there’s a disturbance, the equilibrium always moves in the direction that reduces that disturbance. Or- Or that’s the Cliff Notes version, anyways.” Peter found himself pushing his glasses up his nose.

MJ was busy fiddling with the volume control.

“Actually, speaking of disturbances…” Peter sat up on the couch, clearing his throat. “…I, um, ran into a mugger the other day.”

The volume control came to a sudden halt. “*Were you hurt?*”

“No, he was mugging another guy.” Peter waved his hands, reassuring. “But I saw it happening, and you can guess what was going through my head, and…”

“What’d you do?” Unblinking emerald eyes were planted on him.

“Ducked into an alleyway,” said Peter, “and called the cops.” The relief on MJ’s face was palpable. “And you know what? They caught the guy. And I felt… satisfied.”

There was silence. Mary Jane tried to go for a hug, but it ended up as a shoulder pat. “I’m happy for you, Peter. I mean that.”

Peter nodded. “I freaked out about it at first, but the more I think about it… losing my powers out of the blue?” He leaned forward- “Best thing that could’ve happened to me.” -and gave MJ’s shoulder a pat of its own.

She stared at him. After a moment, though, she wiped her eyes and said, “So are they totally gone now?”

“Pretty much. Still had a couple scopulae around my toes last I checked, though.”

“Oh. Neat.” That seemed to draw the talk to a close. After another moment, Mary Jane rose from the couch and grabbed Peter’s empty glass. “Here, let me get you a refill.”

An hour and a half later, an alarmingly small amount of TV had been watched

“…and his daughter’s just as weird. She’s so jumpy with me, like, literally every time I get near her.” Peter slouched against the cushions, head bowed. “You don’t think she…” With a clack, he set his empty glass back on the TV tray. “…she can tell I’m in mourning, do you?” His eyes flitted to his t-shirt, which happened to be black today. Peter had been wearing other colors, too, but today had just felt like a black t-shirt day, y’know?

Three cushions across from him, Mary Jane’s face softened. “Oh, Tiger, no… she probably just thinks you’re hot.”

It got another surprise laugh from him. She had a talent for drawing those out. “Not *all* of us have to deal with that on a daily basis, MJ-”

“*Ohhh*-kay,” MJ said, admiring her fingernails, “but if you ever wonder why every chick you’ve ever met is into you-”

“Oh, I clearly need to introduce you to Sally Avril sometime.”

“Sally doesn’t count! She had this slavish devotion to, like, the eighties teen comedy ‘nerds versus cool kids’ thing. You only noticed her cuz it was impossible not to, but there were so many other girls like Jessica you’d walk right past.” MJ’s words were gaining traction. “Listen, Tiger, you would not *believe me* if I told you how many girls were pining after-” She caught herself.

A mutual wave of discomfort had crossed their faces.

“Sorry.” Mary Jane turned away, hiding her face behind a curtain of red. “Shouldn’t have brought that up.”

“It’s alright,” Peter said softly.

“Thanks. But I just…” If there’d been a fourth couch cushion, Peter got the impression MJ would’ve put that one between them, too. She inhaled. “Peter, I swear I’m being a hundred percent serious… If you’re strapped for cash, I could get you set up as a male model.”

Oop, there was one of those surprise laughs again. “I’m not sure I’m fabulous enough.”

“*I mean it.* Just swap your glasses for contacts and you’ll do great.” A flighty smile was offered. “And- And then we’d work under the same roof. We’d probably see each other every day.” Mary Jane faltered. “Wouldn’t that be cool?”

This time, that discomfort-wave only crossed one face. “That’s great of you to offer, but I’m way too busy with coll-” Mid-word, Peter jolted off the couch. “*Oh no*, Dr. Connors’s class. I got so

caught up in what I was doing, I forgot all about it! He's gonna *kill me*."

The next second, Peter was scrambling for the door, and Mary Jane was chasing after him. "Tiger, wait up-"

"I've really gotta go, MJ. Sorry." By force of habit, Peter had assumed he could get from Midtown to Noho in minutes. Ugh, why did travel on foot have to be so stupid and slow? "See you next week-"

MJ caught his arm millimeters from the door. "Actually, Peter, I was gonna ask if we could meet up again tomorrow. I was kinda hoping-" She brushed a red strand behind her ear. "-you could dust off your photography skills and get some pics of me for my portfolio…"

Peter looked back at her, frowning. "What happened to your usual guy?"

"Sick," MJ said immediately. "He's sick. Can't be there."

"Oh. I'll- I'll think about it, then. Bye." The door shut.

And with that, Mary Jane turned, defeated, and slinked back towards the couch. "Bye," she said. The word echoed off the walls.

As it turned out, Doc Connors did a mercifully small amount of killing Peter. Mostly he just counted Peter absent for the day. Thus, Peter was alive and well as he trudged back home… though he wasn't sure how much longer he could keep that up in this dump – He hadn't had his tetanus booster.

Peter was about to march up the stairs as usual, but a voice halted his journey. Dilbert Trilby's voice, to be exact, coming from the ancient, miniature TV in the building's lounge. Mr. Ditkovich could often be found slouched over in there, staring slack-jawed at the screen as he made one of his many attempts to fuse himself to his armchair.

Normally, Peter would've passed the TV right by, except that the news anchor had just spoken a certain, alliterative name:

"-att Murdock, the blind lawyer once seen as an inspiration to so many in Clinton, ended his life homeless and alone Thursday evening. The NYPD has already ruled his death as a drug overdose. Murdock's loss marks the latest in a string of misfortunes for *Nelson and Murdock* following the death of Murdock's partner, Franklin 'Foggy' Nelson, in an unrelated auto accident, as well as the murder of his secretary Karen Page – better remembered for her career as an adult film star – at the hands of the assassin known only as 'Bullseye,' who remains at large…"

Peter was frozen in place, staring at the screen through the doorway.

"…Matt Murdock was last seen in the public eye only a handful of days ago, when he rather infamously disrupted Wilson Fisk's mayoral inauguration."

The image cut from Trilby's face to shaky footage of a messy-hair, stubble-covered Matt in torn, rain-soaked clothing. Security guards were dragging him away from the crowd outside Fisk Tower, and all the while Matt kicked and flailed. "*You have to listen to me. He's the Kingpin! He's the-*" The footage cut off.

The news went on about Matt for a while after that. Peter didn't stay to watch.

His bedroom door slammed shut behind him. The fact that it didn't cause the whole building to

cave in was a testament to just how much of Peter's strength had been sapped. His foot hit a box. His eyes snapped to it. "PETER'S STUFF," it was labeled. One second later, Peter's stuff was smashing into the wall and exploding through the air like shrapnel.

He forced himself to breathe. Look at him. What a piece of work. One second, he was fine, the next, the walls were closing in. Gently, Peter walked himself to his apartment's window, then wiped off some grime so he could see out it. The city was bathed orange in the sunset.

"Am I not supposed to have what I want?" Peter said aloud. "What I *need?*" Yeah. Yeah, that was clearly it. He was supposed to sacrifice *every scrap* of his life to the cause or else he was a monster.

But… no, he was overreacting. Murdock had gone nuts, that was all. It was the Catholic guilt that'd gotten to him, not some crazy conspiracy with a "Kingpin of Crime." There was no Kingpin. Sort of like how everyone had thought there'd been no Big Man, except this time the crime lord wouldn't turn out to actually be real. Definitely not.

A creak hit Peter's ears. He spun in place, almost raising his fists, to discover a blonde girl standing in the doorway.

"Oh, I should've have without knocking…" Though she was visibly struggling to keep from keeling over out of overpowering shame, Mr. Ditkovich's daughter exited the room, re-shutting the door behind her. This time, there came a proper knock.

"…Come in?" said Peter.

The door creaked open, revealing blonde pigtails and red cheeks. "Hi."

"Hi," said Peter.

The girl swallowed. "Um, w-would you like a piece of chocolate cake?"

A moment passed. For a second, Peter's eyes went to his box of granola bars. "Okay."

The girl fought in vain to hide her delighted smile. "And- And a glass of milk?"

"Uh, what's the expiration date? Because the last time your dad offered me some, it crawled away from me."

Oh, now Peter was the one dishing out the surprise laughs. "It's not- This is good milk. I promise."

"Okay, then."

Ten minutes later, the two of them were seated at the lopsided table in the building's miniature kitchen downstairs. There was no sound save for clanking forks and soft chewing. The cake hadn't been half bad. Peter was pretty sure it'd just come from one of those storebought mixes where all you had to do was add eggs, but still, cake was cake. And hey, the girl wasn't staring at him or breathing heavily, so this interaction hadn't gone the *worst* it could've gone.

Peter still felt a constant, horrible, crushing guilt, though. That hadn't changed.

"Thanks." Peter wiped icing off his face and onto his sleeve.

The girl nodded, then moved to collect the dishes and cups. She was so skinny and jittery that the addition of the sliding dishes made her *look* as awkward as she *acted*. "Oh, um-" Just before she

left, the girl seemed to remember something. "-I've got a letter for you." She fished that something out her pocket. "Not that I was snooping through your stuff or anything!"

Concern crossed Peter's face. "You'd better not have been trying to make off with my granola bars like that hobo last week. Those things cost *four whole dollars* – That'd set me back a month. Ended up having to beat the guy with a shoe."

The girl laughed. "Wow, you've got such a good sense of humor!"

"…That wasn't a joke."

"Oh." After that, the girl handed him the letter and fled the room.

Alright, now that Peter was alone, let's see what he had here. He sat back in the hard wooden chair, examining the envelope in his fingers. Hmm, no address. All it had were the words "*For Peter Parker*" scrawled across it in tidy black ink. And when he opened it, Peter discovered a fancy leaf of paper sporting the same tidy ink:

My Dear Peter,

If you're reading this, it can only mean that I have failed in my latest endeavor, and so I wish to offer my most heartfelt congratulations. Obviously, this is one of several letters I had prepared, and you have my word that the assistant delivering this to you has no idea about the rather remarkable secret we both share. I want to thank you for what I assume was both a fair and exciting battle and assure you that I have initiated no over-complicated revenge schemes from beyond the grave or other such ridiculousness (although I very easily could if that was what I so desired). I leave my legacy to Harry, as I have always intended to, and whatever relationship he chooses to have with you is entirely his own prerogative.

Furthermore, as a gesture of goodwill, I have set into place a mechanism by which every last one of my extensive surveillance records of you and your loved ones have been permanently deleted, and here again, I give my word to you, Peter, that not I nor any of those working for me ever intruded upon your most intimate of moments.

It must be stressed that our many wonderful battles were by no means a sign of any real enmity. On the contrary, I hold you in enormous regard and am always grateful for your attentions. Your intelligence and resourcefulness have given my life both structure and meaning, and I apologize for any doubts I have placed in your mind as a result of our latest and final encounter. Whether you choose to accept the fact or not, Peter, you are every bit my son as Harry. Whatever actions I chose to take against you during our final confrontation, even ones that seem to you now to have caused you great harm, were done due to the powerful love I feel for you, your ideals, and all that you represent. Take care and sleep well. At the very least, I trust that I will live on in your thoughts.

Forever,

N-

Peter stopped reading there.

"Mr. Ditkovich?" After some timid knocking on it, the landlord's door finally swung open.

The crazy-haired, bathrobe-wearing, pudgy old man discovered Peter standing there.

The boy was giving a look of utmost apology and trailing sewage from his sneakers. "The- The

toilet overflowed, sir."

"Did you flush copy paper down toilet?" Mr. Ditkovich demanded in a thick Ukrainian accent.

"*N-No!*"

"It always floods if you flush copy paper down toilet." Mr. D vanished into his room for a second, then returned with a plunger, which he happily shoved into Peter's hands. "Here. You plunge. You mop."

"Yes, Mr. Ditkovich…"

"And this will, you know, add to your utility bill."

"I know, Mr. Ditkovich…"

Peter walked off, the plunger dragging the ground behind him.

Squelch.

Stupid letter.

Squelch.

Stupid Kingpin.

Squelch.

Stupid genetically-altered spider.

After the latest round of plunging, Peter gave the toilet a tentative flush. It immediately overflowed again.

But just as Peter was fixing to plunge his own head off his body, his phone went off. "*Raindrops keep fallin' on my-*" *Beep*.

"Hello?" Yeah, he'd changed his ringtone.

"*Mr. Parker?*" Wait, Peter knew that voice – It was the organizer guy from the funeral home.

Peter's heart wasted no time skipping a beat. What could possibly…?

"*I'm afraid we have some troubling news regarding Gwendolyn's gravesite.*"

"*But I couldn't be happier.*

Simply couldn't be happier.

Well… not 'simply.'

Cuz getting your dreams,

It's strange, but it seems,

A little, well… complicated.

There's a kind of a sort of… cost.

There's a couple of things get…”

Job Security

This time, when Mary Jane held her, Gwen held back.

“Hey,” MJ murmured, “I’m not going anywhere.”

Gwen gave the faintest of nods. “I know, but what I’m saying is… I need you. *We* need you.”

Now they were back to listening to the hum of the Quinjet as it cut through the sky.

‘You mean ‘need’ as in…?”

“Mary Jane…” Gwen’s eyes went out the window. They lingered a while on the ever-shrinking building below. Smoke and dust was still wafting out from the robot-shaped hole in its side. “… the truth is, Peter and I *want* to open up our relationship and let you in. Sometimes it’s all we can even think about when- when we’re alone together.” She looked tempted to hide her face in her hands, but she ended up letting MJ see every last drop of red in her cheeks. “But we were scared we were just letting our stupid teenage hormones override our brains, y’know? And there were a million little nagging questions like ‘What if Peter ends up liking you more than me?’ or- or ‘What if he *doesn’t* like you more, what if *neither* of us do, and you get the short end of the stick long-term?’”

Mary Jane stayed silent.

“But then a killer death robot popped up on our TV, and now I’m not sure there’s going to *be* a long-term.” Gwen hugged MJ even tighter, her nice new summer jacket constricting MJ’s neck.

“H-Hey, c’mon, don’t talk like that,” Mary Jane managed.

“I know I shouldn’t. But… for a minute there, right before Captain America saved us…” Gwen’s eyes squeezed themselves shut. “…those millions of nagging questions? *Not one* of them mattered anymore.”

Sometime during Gwen’s words, the hug drew to a close.

“You think Peter feels the same?” MJ asked, her voice softer than the jet’s hum. “You think he wants me now?”

“Do I think he wants you?” Gwen gave a wry smile. “Peter Parker? The guy who once fell head over heels for *Jameson’s secretary?*”

“You mean ‘secretary’ as in, like, a high schooler interning there, right?” MJ’s earnestness drew a laugh. “Uh, never mind, I don’t wanna know. But in all seriousness, Gwen…” The hug didn’t resume, but Mary Jane at least squeezed Gwen’s hand. “…don’t undersell what you two have together. No one could ever compete with it.”

“I’m not ‘selling’ anything,” Gwen said with a disarming sternness. “I’m sick of worrying and measuring and *competing*. It feels so petty now. The three of us love each other, and that’s all that matters anymore.”

Mary Jane went silent again.

“And, I mean, this isn’t something Peter and I could do with just anyone.” Gently, Gwen took MJ’s hands in her own. “How many other people out there feel the way you feel? Think the way

you think?" She had to tilt her head back to meet Mary Jane's gaze. The girl was a good half a head taller than Gwen. "I've felt it, myself – loving two people at once. There were so many times like with the Kraven thing…" Her voice had gained some vigor, but now it was sobering up. "… where I was *so tempted* to run away with you, leave all this behind. Not because I ever stopped loving Peter… but because I was scared of what'd *happen* if I stayed." She took a steadying breath. "But, you know, we only got together in the first place because Galactus dropped down from the sky. Even from day one… I never thought I had all the time in the world with Peter."

The next instant, Gwen's eyes were open and locked with MJ's. "And you're in the same boat as me – I can see it in you." A palm touched MJ's chest. "You're *valuable* to us, Mary Jane Watson, like no one else on this planet could *ever* be. When you're here, everything feels *right.* When you're with Peter and me…" She was forced to wipe her face on her undershirt before she dribbled snot all over her jacket. "…I don't feel so scared that… one of us might end up alone."

Mary Jane and Peter stood six feet above Gwen. She was still down there, the funeral director had assured them. All that'd been disturbed, as far as he could tell, was the soil and the grass and the headstone. Those three things have been ripped apart, blended into a fine mix, and then scattered all across the cemetery.

"Wish I could say this kinda thing was rare," the director, a pudgy guy hiding his bald spot under a baseball cap, was saying. "Well, it *is* weird that someone would dig that deep without actually stealin' nothin'. Maybe they got cold feet halfway through?"

"But *why,* though?" Peter asked in a trembling voice.

The guy could only shrug. "Some people are just sick, and this crap's how they get their kicks. 'Fraid all the media fuss 'round her made this place a target. But I promise you, we're puttin' guards here now, and if we find the punks who did this, we'll give 'em hell."

That seemed to satisfy Paul – Gwen's rugged, broad-shoulder, twenty-something cousin – and so after another couple minutes, he went back to his car. The rest of the Stacy clan had already crossed the pond by now, meaning only Peter and MJ remained. And that was fine by Mary Jane, frankly. Those guys were still being salty because Gwen had left a bunch of her dad's personal family photos with Peter, and he'd refused to give them anything more than copies.

Mary Jane envied Paul's strength of will, though. Aunt Anna wasn't here to drag MJ away this time, meaning she was seriously worried she'd spend the rest of her life standing at this spot like a zombie.

This didn't matter in the slightest. It was just rocks and grass and dirt. Most trivial stuff in the world. And besides, opening night was a mere two hours from now. Mary Jane had to be back in Manhattan for her humble little career-starting musical, and it was an hour and a half drive back there. She needed to gun it.

So then why couldn't she make her legs work? Why couldn't she get her eyes to leave the fractured, misshapen remains of the headstone? Christ, what could've done something like that? Did juvenile delinquents carry sledgehammers now? MJ had fallen out of the current trends.

She probably would've stayed here another couple hours if the sound of sharp, shaky sobs hadn't hit her ears. "Peter?"

He'd removed his glasses so he could dry them on his shirt. His face had scrunched up, and his efforts to loosen it only made it tighter. "Sorry, MJ. Not trying to worry you. I just… *I hate this.*" A bubble popped in his nostril. "The news *still* won't shut up about it. Like they actually care."

After a moment's hesitation, he accepted a hug. "*Why can't they leave her alone?*"

"Because the world's garbage and people are jerks." That was about all Mary Jane knew to say, and so instead she focused on trailing her hand down his back in a vain attempt to steady his shakes.

The sun was threatening to set any minute now. MJ racked her brain for ways to gracefully bow out of this situation, but she drew blanks. The best she managed was, "Will you be okay getting home?"

"I think so." Peter's vocal cords sounded like they'd been run through a cheese grater. "I just wish…" He'd almost had it for a second, but now he was back to crying.

"*Shh, shh, shh… I know, Tiger. I know.*"

"I wish I could t-teleport to Aunt May," Peter finally said. "But, well, you know I hate her getting too close to 'supervillain central.'" The words were interspersed with a sniffle. "Haven't seen her in forever, and phone calls aren't the same." He forced himself to breathe. "Guess I'll have to wait till Kurt's not busy with X-Men stuff…"

It was at this point that Mary Jane made the mistake of meeting Peter's eyes. Sure, they were tinged with red, but they were so, *so* big and brown. Two drops of boiling water in a sea of ice.

"I've got a car," Mary Jane found herself saying.

"What?" Peter blinked, giving her merciful seconds of relief from the big, brown whirlpools dragging her under. "Oh, I- I didn't mean… I wasn't…"

"You wanna go right now?"

"To *Pennsylvania?* MJ, it's, like, a four hour drive just to get there. Don't you work today?"

Silence. Mary Jane's eyes went to the headstone. *G en y M x cy,* the stone proclaimed.

"Nope," said Mary Jane. "I'm off all weekend."

"Really?" Gradually, a smile formed on Peter's face. MJ had gotten up early to watch the sunrise once, and it hadn't been nearly as worthwhile an experience. "Wow, me too. That's perfect."

"W-Well, I've been looking for excuses to show you my sick new ride, anyhow." MJ gave his shoulder a punch. "Actually, how'd you get all the way to Long Island without me in the first place?"

Peter shrank. "Borrowed money for fare…"

"*What?* Oh, we totally need to carpool more." Mary Jane nearly dragged him to the parking lot, she was gripping his arm so tight. "Whoo! Spontaneous road trip!"

When was the last time Peter had ridden in a car? He'd forgotten how nice it was. He could just lean back in the passenger seat, head against the headrest, and watch rain patter against the window as foggy gray buildings zoomed by.

"Remind me why we're pit stopping at your condo again?"

"So we don't starve to death on the road," said Mary Jane, eyes fixed forward.

Not a bad point. Aunt May had offered to have a hot meal ready once they arrived, but a little something for the journey there and back wouldn't hurt. "Can't we just get drive through, though?"

"Not if I wanna fit into those jeans for my next shoot…"

Peter felt like he could've pressed the issue, but he let his attention return to the rain outside.

"So what do you think of the wheels?" MJ suddenly said.

"Oh, yeah, the- the car's great," Peter got out. "It's blue, so… that's cool."

MJ laughed. "Yeah, I guess being a *blue* Mercedes-Benz *does* it make it pretty cool."

Peter's head bowed. "I don't know cars."

"Ah, don't sweat it. You're a New Yorker."

The two spent a while listening to the patter of rain and swish of windshield wipers.

"I'm gonna be honest," said Peter, "I never thought I'd ride in a fancy car again after things went south with Harry."

"Oh, yeah, him." As she spoke, MJ flipped on her turn signal. "Liz says Ravencroft declared him good to go, so, uh… you planning on seeing him?"

The lack of an answer was all the answer she needed.

"I'm sorry, Tiger." MJ sighed. "I know you're not exactly close with Eddie anymore, either, so… it just sucks, is all. You're fresh outta best friends."

A sound made her jolt – his laughter.

"What?"

"Come on." Peter punched her shoulder. "I've still got a best friend."

For a split-second, Mary Jane looked disarmed, but then a warmer expression overtook her face. She wasn't faking – Peter was getting pretty good at telling the difference. The genuine smiles were more relaxed and not *quite* as photogenic.

Once they reached the condo, Peter waited in the car while MJ ran inside. She emerged a minute later with an orange cooler bag, and then the journey resumed. Peter was glad to have the car in motion again. Somehow, the gentle shaking made it easier to close his eyes…

Gwen wasn't feeling good today. Peter could tell because of the way she was slouched over in her desk. On impulse, he tried to think up a quip, something that'd make her laugh – or at least get her to swat his head and call him a goofball. But he couldn't think of anything funny. The problem was… he wasn't feeling good, either.

Honnnnnnnnk, honnnnnnk.

"*Hey, watch it!*"

"Huh? Whuh?" Upon opening his eyes, Peter was greeted by something red and blurry. "MJ?" He retrieved his glasses from the glove compartment, then slipped them back on to discover MJ

scowling at a neighboring vehicle.

“Sorry to wake you, Tiger. Some jerk just cut in front of me.”

“It’s alr-” Peter touched his eye. For a second, he thought rain had seeped through the window and landed there. But all at once, the truth hit him.

“Peter?” Mary Jane risked a peek at his face. The look on it made her own face soften. “What’s wrong?”

“Nothing. I’m good.” Peter shifted in his seat. “I was just having, y’know, a ‘Memento’ moment. That second when you wake up, and… for just that second… you forget she’s gone.”

“Oh. I…” A shaky breath escaped MJ’s mouth. “I know what you’re talking about.” Then came an even shakier one. “Ahh, look what you did.” She wiped her eyes with the back of her hand.

“Sorry.” Peter’s voice was hoarse.

“Don’t be. It’s… It’s good to talk about her, y’know? Maybe we haven’t been doing that enough.” Silence. “I miss her.”

“Yeah.”

After another couple sniffles from the both of them, MJ said, “There’s tissues in my purse.”

“Thanks.” Peter set to work drying himself off. “I bet-” He made an attempt to laugh. “I bet she wouldn’t have known about cars, either. Then I wouldn’t have felt *as* stupid.”

“Uh, no, then you’d *both* have felt stupid. Cars are awesome.”

The remark aided his attempt. “Hey, MJ? I really did mean it – You’re my best friend.” Peter let his tissue fall to the floorboard. It’d gotten heavy. “Mostly cuz you’re the only one who’s never said it’s my fault she’s dead. I mean, it *is,* but-” Halfway through the sentence, his voice gave out on him. “*-Eddie doesn’t have to rub my face in it.*”

Before he even had time to start sobbing again, the car gave a violent swerve.

“What-?” Peter’s seatbelt had gone tight. But not as tight as the arms around him. Mary Jane had, evidently, swung into a random parking lot so she could take her hands off the wheels.

“Is that what you think?” Oh, she wasn’t planning on letting him breathe anytime soon, was she? “Is that what you’ve *been thinking* all this time?” MJ let out a little gasping noise, halfway between a huff and a sniffle. “Guess I shouldn’t be surprised. But Peter, Gwen knew the r-”

“I know what you’re gonna say.” Peter squeezed her back. “Trust me, I’ve had the debate with myself a million times by now. And sometimes, to- to keep myself from going crazy, I’ll think stuff like ‘Oh, the wound’s still fresh, I’ll stop beating myself up over it once I’m u-used to it.’ And maybe that’s true.” The words sounded so nice and articulate in his head, but they got all distorted on the way out his mouth. “But then… I just wish the world would fade to black already. And then a big title card would show up.” Peter released MJ so he could mime a TV screen. “*Twenty-five years later.* And it’d show a normal day in my life… and everything would be fine.”

The two spent a couple minutes purely on steadying their breathing.

Once she’d wrangled hers towards something approaching manageable, Mary Jane said, “That’s how they get you, you know.” In response to the blank look on Peter’s face, she added, “Creeps

like- like Norman Osborn. They use you and hurt you and make you feel helpless… and then for their greatest trick… they say they love you… and this is all *your* fault. *You're* the mistake." She was forced to stop and wrangle her breathing again.

"Mary Jane…"

"Peter, I'm sorry, I should've specified… when I said the world's garbage and people are jerks, I meant everyone *except you.*" She found the strength to grip him again. "Don't ever tell yourself different."

They stayed like that a while, listening to the patter of rain and swoosh of windshield wipers, Peter letting MJ hold him.

"Hey, MJ?" he said softly. "Your feelings for me and Gwen… Could you… explain that to me again?"

Mary Jane gave a patient nod. "I love you. Both of you. And I always will, and it's not a contest, and I don't feel guilty about it anymore."

It was back to rain patters and windshield-wiper wooshes for a bit.

"I'm sorry for what I said," Peter began, "on *that night*. All the time I've known you, you've never been anything but kind and gentle and supportive and…" His eyes shut. "I don't deserve you, MJ."

MJ let out a shaky laugh. "That's funny. I don't deserve you, either." Back to patters and wooshes. "My, uh, my mom actually did die a while back. Just so you know." She paused. "So now Gayle gets to be raised exclusively by 'award-winning author' Phillip Watson."

Peter eyes stretched so wide so fast, it was actually painful. "*Oh my god-*"

"*And I didn't e-even visit Mom in the hospital.*"

"*Hey, hey, shh, it's okay… It's gonna be okay… I've got you…*"

He tried to talk, but Peter had to focus the brunt of his efforts of smoothing red hair and murmuring assurances. Eventually, though, he shut his eyes. Maybe this was bad of him to think, but Peter did feel kind of better knowing that at least he wasn't the *only one* who'd…

There is a light inside you, Peter Parker, and I need it right n-

Nope. Nope nope nope, that thought was going back in the box where it belonged. Peter didn't have superpowers. That wasn't what his life was about anymore. It was about the girl in his arms. *And other similar things of that nature*. Down-to-earth personal drama, Peter meant. As opposed to crime lords and supervillains. He hadn't meant Mary Jane *specifically,* of course. That was just an example.

Yeah. Just an…

"Mary Jane?" Peter said aloud.

After one last sniffle, she managed to raise her bright pink eyes towards his matching ones.

"I'm sorry for before when I… said I loved Gwen more than you."

"*Gugh?*" Mary Jane had responded with a confused grunting noise. It was hard to capture in

letters.

"I mean, that just wasn't the right way to look at things. Yeah, what I had with Gwen isn't… *wasn't*… like anything else I'll ever have again with- with anyone, but… I don't know, saying I love her *more* than you… that doesn't seem right. It's like asking if I love Uncle Ben more than Aunt May. How cold a-and miserly would I have to be to take all these blessings in my life and pit 'em against each other?" He took a steadying breath. "All it did was cut you down, and I'm sorry."

Mary Jane blinked. "When was this?"

"Um, th-the thing where we thought the Avengers were dead and we all got drunk, and I'd just come back from fighting Big Wheel-"

"*Oh yeah.*" MJ rubbed her forehead. "God, I can't believe I remember *anything* from that night. Peter, look…" Her attention returned to his eyes. "You know I don't begrudge you what you had with Gwen, and I never will. I swear to you."

"Okay." Peter gave a gentle nod. "Thank you. And…" Deep breath. Hoo boy, so long as they were laying their cards on the table, he supposed he'd better lay *all* of them. "…I know we've been scared to talk about this lately, but, err… we were kind of doing all that… threesome stuff… right before…"

"Yeah." Mary Jane nodded in turn. "We were."

Hey, wait, they were on opposite sides of the car now. When had *that* happened? Huh.

"I mean, it wasn't bad or anything-"

"No, no, of course not," said MJ, re-buckling her seat belt. "In fact… I thought it was pretty good."

"Heh. Yeah. But, uh, let's just stick to being best friends right now, okay?"

"Yeah. Of course." MJ gave a somewhat more vigorous nod than was needed. "Keeps things simpler." The rain had stopped by now and the wipers were off, so now the two best friends got treated to dead, dead silence. "But, uh, look, I get you wanna live on your own, but, Peter… you know I worry about you being alone so much."

"Same to you," Peter said softly.

"And I know your place is a little crowded, so, uh…" MJ shifted the car to reverse, then looked over her shoulder. She was, uh, being a tad more cautious getting out than she'd been getting in. "…if you ever wanna leave some of your stuff at *my* place… crash in the guest bedroom sometime…"

"Yeah. Yeah, thanks. That's… nice of you." The silence threatened to creep back up, but Peter broke it by saying, "But, MJ, look… we were never trying to take advantage of you. When me and Gwen let you into the relationship, it wasn't just… I mean, we were making a promise that we'd support you like we did each other, but…" He faltered. "I don't know. Sometimes it's hard to tell if I was really trying to support you or if I was just doing it because it was, like, the hottest thing ever."

At this, MJ pursed her lips. "Well, hey, I've been asking myself the same thing. Really, all three of us were… very attractive people." She paused, eyes fixed firmly on the road. "You know I was serious before – You could be a model if you want."

Just like last time, Peter laughed. “Maybe I could’ve *before*. Heck, in hindsight, probably woulda gone better than the journalistic ethics nightmare that was my Bugle job. But, c’mon-” He gestured to the thick black glasses on his face. “-I’ve kinda returned to factory settings here. I mean…” He glanced away. “…I’m not exactly in your league anymore. If that spider hadn’t bit me-”

“-I wouldn’t have known what I was missing out on,” cut in MJ. “I was a floozy back then. But we’re not in high school anymore – thank Jeebus. ‘Nerds’ and ‘cool kids’ don’t exist.”

“Yeah,” said Peter, “but income brackets do.”

“What? *Phht,* come on, my blood’s as far from blue as it can get. I mean, I don’t even know what to *do* with half the money people hand me nowadays. Sometimes I eat ramen just for nostalgia!” MJ’s hands left the wheel for a second to aid in her exclamation. “What am I spending this stuff on, *cars?* Cars are dumb. I just buy junk cuz I’m bored.”

“I don’t know…” Peter bowed his head. “Maybe it’s *all* shallow to some degree. Maybe I’d never have glanced Gwen’s way if she’d been the size of Wilson Fisk.” And from what Dr. Richards had told him, there was probably an alternate dimension out there where that was precisely what’d happened. But also a dimension where Peter and Gwen had gotten together regardless. And also a dimension where Spider-Man had gotten his powers from space and owned a giant robot. “Maybe life’s just random meaninglessness. Meaningless randomness. Whatever.”

MJ cocked an eyebrow. “Have you been watching Rick and Morty again? I told you that show rots your brain-”

“I’m serious, MJ.”

“Okay. Total seriousness?” Mary Jane took a breath. “I don’t see things like that. Way I see it, the world’s cruel and scary and dangerous and full of terrible people, so if you happen to find someone who really, genuinely cares about you, and you love them back… then that just means you got really, really lucky.”

Despite his best efforts, a gigantic, goofy grin stretched itself onto Peter’s face.

It left his driver disarmed. “What?”

“*Nothing,*” said Peter. “It’s just… ‘really lucky,’ huh? So I guess you could say I h-?”

“*Finish that sentence and I will throw you out this moving car.*”

They laughed. They laughed until Peter’s throat hurt (though it’d been a bit sore to begin with, truth be told). Eventually, though, things quieted down, and Peter found his eyes traveling to the windshield. The evening sun was coming out from behind the clouds. Peter’s eyes shut.

Hey, God? If you’re real and stuff… thank you for her.

“This is nice,” Peter said, eyes still shut. “I’d forgot what it was *like* to be normal. I mean, this is *not* how my days went back when I had to chase purse snatchers around. Now I’m just scared I’m gonna wake up one day and my powers will be back.” He opened his lids to discover a frown marring MJ’s face.

“W-Well, hey,” she said, “who knows how wacky, genetically-whatevered spider venom works? Maybe it was only ever, like, a temporary thing, and it’s run its course through your system? Yeah, that’s probably it. It’s gone for good.”

Peter took this in silently. “You know what, MJ? I bet you’re right.”

“Uh, *yeah,* of course I am.” MJ managed another smile.

After that, the two listened to the radio for a while. MJ was into weird old reggae songs, apparently (“*Everybody was kung-fu fighting*…”).

After a couple minutes, though, MJ shielded her eyes from the rising sun and said, “Ugh, it’s getting hot out.” Once they reached a red light, MJ unbuckled herself so she could slip off her thin black jacket, freeing the plain pink t-shirt beneath. Oh, she hadn’t dressed up, either. That kinda made Peter feel less awkward about his own blue t-shirt.

“I’ll get the AC.”

“Thanks. And here.” Mary Jane knelt over to unzip her orange cooler bag. “This one’s yours.” She tossed him a bottled water, its contents stained red with powdered drink mix, and then took a Diet Coke for herself.

“Oh, good foresight, there.” Peter unscrewed the bottle cap and took a nice, long gulp.

That seemed to satisfy Mary Jane, and so her eyes returned to the road.

Post-Commencement Stress Disorder

Chapter Notes

See the end of the chapter for notes

Peter could swear Aunt May's house had become a Crash Bandicoot level, there were so many boxes strewn about (not that he was one to throw stones, of course). He felt terrible about dropping by on such short notice, but May insisted it was perfectly fine, especially once he and MJ explained the catalyst of their spontaneous road trip. As promised, a hot meal was waiting for the two, though Peter spent less time eating than he did hugging his aunt tight.

It turned out things were getting serious with Nick – Peter could only imagine May had been pushed deeper into the man's arms lately. In fact, May revealed with a shy smile, Nick had asked her to marry him, and May had said yes.

After a moment's silence, Peter said he was happy for them.

That was why the house was in such a state, May added. She was already packing her things for the move. Peter was relieved to hear it, really. He'd always hated the thought of Aunt May living on her own.

May, conversely, said she hated the thought of Peter living on his own, which was why she was delighted to know that he was spending so much time with Mary Jane. The remark was followed by the longest silence yet, during which time Peter and MJ focused the brunt of their efforts on poking their microwave lasagnas with their plastic forks.

Once dinner ended, it came time to divvy up the sleeping quarters. Peter insisted Mary Jane take the guest bedroom, seeing as she was the one who'd driven him all the way out here on her own time. At first he thought she'd refuse just like she'd refused his gas money, but MJ was quick to accept, actually. Huh.

Peter shrugged his shoulders, climbed onto May's lumpy, crusty sofa, and made a valiant effort to drift off. It was only after a good half hour that it hit him – He'd totally forgot to brush his teeth. Peter hadn't been able to prove this, exactly, but he'd long suspected his superhuman durability had extended all the way to his gums, and now that it was gone, his mouth was a den of cavities waiting to happen. Thus, Peter climbed to his feet and lurched his way down the hall. There was a bathroom the size of a broom closet at the hall's far end, and all he had to do to reach it was make his way past the guest room…

But halfway through his journey, Peter froze. The guest room's door was open a crack, and a soft, somewhat raspy, and increasingly frantic voice was carrying from within:

"…know that, sir, but the thing is, my- my friend passed away, and-" The voice paused. "No, sir, it was a couple weeks back. But, see, the funeral home just called, and it turns out some assholes vandalized her gr-" Another pause. "That's right, sir. It was really horrible. The headstone was smashed up, and all the fl-flowers were trashed, and they'd dug up the grass around it..." The voice had to stop another moment to steady itself. "So I was all shook up, and-"

"*Ohhh-*" A second voice grew loud enough to carry from a cell phone speaker. "*-well, so long as you had an emotionally fulfilling reason to ABANDON OUR ENTIRE PRODUCTION WITHOUT WARNING. WE HAD TO REFUND EVERY LAST TICKET SALE, YOU LITTLE TROLLOP. I HAVE HALF A MIND TO BLACKLIST YOU UNTIL TIME HIMSELF WITHERS HIS WAY INTO SWEET OBLIVION-*"

“But sir-!”

The sound of footsteps sent Peter scurrying down the hall. Luckily, he managed to get out of eavesdropping-range right before the guest room’s door shut from inside.

Then Peter brushed his teeth, crept down the hall, crawled back onto the sofa, and stared at the ceiling until sunrise.

Peter was broken from his staring by a heavenly aroma. As it turned out, Aunt May had prepared the customary breakfast of wheatcakes. She gave the smell plenty of time to waft into Peter’s and MJ’s respective sleeping quarters before revealing the meal’s cost – Some boxes needed to be brought out from the garage before the moving trucks got here in a couple days. Yeah, like Peter had once said, May was an evil mastermind.

So that was how Peter found himself carrying a massive cardboard box down the front porch, fighting to keep his knees from buckling. He, uh, might’ve bitten off more than he could chew here. Wasn’t *his* fault his sense of “light” and “heavy” had gotten thrown out of wack…

Anyways, Mary Jane had just returned to the garage for the next load, so Peter should’ve had plenty of space to maneuver.

“Whoops-!” Naturally, he nearly tripped over someone and crushed them to death.

“Watch it, Mr. Magoo!” That shrill, high voice belonged a girl who absolutely should not have known who Mr. Magoo was. She was dressed in the tiniest little white hoodie Peter had ever seen. Poor thing’s head barely even went past his belly button.

“Sorry.” Peter set his box down to prevent any further, crushing-related accidents. “So, err, do you know my aunt? Or are you just making off with those antique watches?” His eyes flitted to the girl’s own, considerably smaller cardboard box.

“This is Heather Jackson from across the street,” spoke up May, poking her head out from the driveway’s new box jungle. “She’s giving me a hand, and I’m giving her five dollars.”

Peter’s eyes went to the girl and back. “*That’s* your friend Heather?”

“Yes,” said May, “why?”

“Oh, y’know, I just thought she’d be as young and spry as you…”

“I’m seven and a half!” Wiry, dirty blonde bangs flopped over Heather’s scowling brow.

“Seven *and a half?*” Peter shot May a simper. “Aww, they grow up so fast. Next thing you know, she’ll be seven and five-eighths.”

May simpered back. “Heather and I became friends when we realized we’d both come here from New York.”

“My mom got scared of all the robots and dinosaurs,” chimed in Heather. “Can you *believe* her?”

Aunt May strolled over to give her head a pat. “I’m afraid not everyone’s as brave as you, dear.”

While those two were busy with that, Peter’s attention turned to some of the opened boxes by his feet. “Hey, where all my DVDs of Greg Weisman cartoons?”

“Oh, those dreadful things?” May batted a hand at him. “I gave those away.”

Slowly, Peter’s head sank as a distant look overtook his eyes.

“I put the pans in the box, Mrs. Parker.” But Heather’s voice snapped him from his funk.

“Thank you, Heather. Now why don’t you put those cookbooks in with the mixer?”

“Okay…” But on Heather’s way to the kitchenware, she stopped to give Peter a look (though Peter had to tilt his head a couple degrees for her to even show up in his peripheral vision). “You take Spider-Man’s pictures, right?”

The box in his arms nearly crushed Peter’s foot. “I *used* to.” His eyes went to May, who was pretending not to listen.

Heather peered up at him with those round, innocent eyes only a kid could get away with making. “Where is he?”

“Heather and I agree,” said an idle May, her back to them. “We don’t see his picture in the paper anymore.”

Next, Peter’s gaze went to the garage. Mary Jane was still in there. In fact, now that Peter thought about it, she’d been in there quite a while, lingering at the entryway. Her green, catlike eyes almost glowed against the shadows.

“He, uh, quit,” said Peter.

“Why?” Heather’s own eyes were unchanged.

A hand went to Peter’s temple. “You don’t watch the news much, do you?”

“My mom won’t let me,” said Heather. “They show people getting killed on there.”

“…Right.”

“So why’d he quit?”

“He… It…” After a bit more sputtering, Peter got out, “It was just too much for him.”

Heather’s brow creased. “He’ll be back, right?”

“I don’t know.” Peter’s head titled back up. “I mean, wouldn’t *you* get tired of fighting bad guys over and over and o-?”

“*No.*” A little round fist collided with Peter’s torso. It left him flinching – Geez, you wouldn’t think it’d sting like that. “I wouldn’t just give up and let the bad guys win, ya idiot!”

“*Hea-ther.*” May’s voice drifted towards her.

“Sorry, ma’am…”

Aunt May chuckled, turning back to Peter. “You’ll never guess who she wants to be… *Spider-Man.*” She embellished the hyphenated word with a waggle of her fingers.

“*Phht.*” Peter looked back to Heather, shoulders slouched. “Sure you wouldn’t rather be someone who’s not a quitter? How ’bout Captain America? *He* seems like a paragon of virtue… Why can’t we let Mr. Spider-Man enjoy his retirem-? *Ow!*”

“That’s his dad!” Heather raised her fist for another blow. “You’re s’posed to call him ‘Spidey,’ and he’s *the best.* I was gonna get hit by a car because I didn’t look both ways, and he *saved me*. The other heroes don’t do that. They only ever fight aliens and stuff.”

Peter rubbed his arm. Even after another look over her, he couldn’t say this girl was familiar. He’d had to yank *so many* kids away from traffic…

“Heather knows a hero when she sees one, Peter.” May drew near him, stepping over crunchy leaves and stray eggbeaters. “Too few of those characters in our neighborhoods, helping us common folk like that…” A hand touched Peter’s arm, right where Heather’s fist had resided a moment ago. “It’s easy to love them when a hero does big things like saving the world. People line up for them, cheer them, scream their names… but that makes it all too easy to turn on them when they fail.” She tried to meet his eyes, though Peter put up a fight. “And they *will* fail eventually, just as we all do.”

“Okay, cool,” said Peter. “Lemme go get another box-” Whoa, Aunt May had quite the grip for a lady her age.

“But being a hero isn’t about ‘never failing,’” she continued. “No, the heroes that *last…* the ones people will cherish the rest of their lives…”

Silver Sable rested her chin against the rooftop’s pavement. Through the sniper scope, she saw a window, and through the window, she saw a man seated at an armchair.

On his lap was a little boy. “Dad, Dad, tell the story again! Y’know, *the* story-”

“Alright, if you’re not sick of it yet.” The father shook his head before reciting, “So I was in Manhattan on a business trip, and while I was caught in traffic, this gigantic wheel rolled down the street-”

“With big old guns on the sides!”

“Right, with big old guns on the sides. And just when I thought I was a goner, there was this *‘thwip’* sound, and then-”

“-are the ones who taught them to *hold on*-”

“…sorry to report…” The doctor peered up at them from behind his clipboard. “…Joan will be *making a full recovery.*” A devilish grin snapped across his face.

“Ha *ha!*”

Father and son embraced.

“It’ll take more than an army of killer robots to bring down *my* mom.” John knelt over the beside to hug his mother with his wonderful, regular-sized and non-furry hands.

John’s father, meanwhile, opted merely to wipe his eyes.

“-a *second* longer.”

As soon as she was sure her parents weren't watching, the little girl sprinted into her room and slammed the door behind her with a shoulder. In her left hand was a bucket of water, and in her right was a bucket of sand.

"*Lunch time,*" she said in a joyous whisper.

On command, a pair of hands crawled their way out from under her bed – both of them left ones. The one made of sand was even starting to develop a wrist.

The girl watched them soak up their buckets with a growing smile. "Oh, you guys kept so much more of it this time. You're getting *big*."

The sand-hand gave a thumbs up.

"I believe there's a hero in all of us… that keeps us honest…"

"*Time present and time past,*

Are both perhaps present in time future,

And time future contained in time past."

Otto trailed a finger across the page, reading in soft tones to the man across from him at the table.

Max scratched his head, which was covered in a thin layer of dark brown hair. "I *think* I get it. So it's saying, like, the past and present are both parts of the future. Or… wait… no…"

The two shared a laugh.

And behind them, at the entrance to the lounge area, Doctors Kafka and Marconi shared smiles.

"…gives us strength…"

The Scarlet Spider stayed perched on a flagpole beneath the sunshine. Looming before her in the distance was the Golden Gate Bridge. She watched the cars trickle through it a while.

"*You sure you'll be alright, babe?*" came a voice.

"I'm sure, Johnny." Scarlet Spider nodded, pressing her phone tighter to her spandex-covered ear.

"*Okay, well… hope your new life works out for you. That'd be one silver lining, at least.*"

"Yeah…" Reilly's gaze lingered on one of the bridge pillars. "Sometimes good things lead to bad things, and sometimes bad things lead to good things."

"…makes us noble…"

"We're not taking the hit."

"But Sable-"

"We're *not* taking *the hit*. The Wild Pack doesn't *do* that. Not anymore."

"…and finally… allows us to die with pride…"

The front lawn of Midtown High was lit aglow. Not with street lamps – Those had all been shut off – but with candles. Countless candles, each held in the hand of a different student.

Or former student, in the cases of Liz, Mark, Sally, Rand, Glory, Kong, Flash, Hobie, Sophia, and Eddie. The group was gathered towards the front of the procession… alongside a couple of Gwen's former bandmates, as well as Sha Shan, who, as always, hovered near Flash's wheelchair.

All raised their candles towards the night sky.

"…even though sometimes we have to be steady and…" Aunt May chose this moment to retrieve another box off the ground. It served the additional purpose of hiding her face for the briefest of instants. "…let go of what we want the most."

Peter's eyes went to May's finger. The one with the sparkling new ring on it.

"Spider-Man did that for Heather, and now…" Even once she stood upright again, May bowed her head, as if embarrassment had crept up on her. "…she wonders where he's gone. She *needs* him."

The words hung in the air.

"Do you think you could lift that desk and put it into the garage for me? But don't strain yourself."

"Okay," said Peter.

Mary Jane was *still* lingering down in the garage, apparently, meaning Peter had the guest room all to himself for now. Aunt May had asked him to keep one of the boxes. According to her, it contained a few things he'd forgotten and left behind during his move to the old apartment (It was still short a few DVDs, though…). And so Peter sat on the bed and peeled back the cardboard flaps, revealing the contents within.

Spider-Man stared at him. Or one of his spare costumes, at least, neatly folded inside.

Peter stared back. He wasn't sure for how long. But whenever he stopped, Peter pulled himself to his feet, slipped off his t-shirt, long-sleeved undershirt, and sweat pants, and set to work tugging the red and blue spandex over his limbs. When that was finished, he inspected himself in a desk mirror.

This time, Spider-Man really did stare at him. A, uh, version of Spider-Man with a bit more tummy than usual, but that was fixable.

You'd think Peter would be used to hiding his suit under his clothes, but nevertheless, he couldn't help but feel jumpy during return trip, as if Mary Jane might rip open his shirt any second now and demand an explanation.

She deserved to know. Peter knew that she did, but… she seemed in such high spirits, singing

along to the radio, sunglasses gleaming above her curled, cherry lips. He wasn't sure he had the heart.

But sometimes we have to be steady. "Mary Jane?"

"Tiger?" MJ took a hand off the wheel so she could reach for the bag of chips in the cup holder.

"How much of Aunt May's… little speech… did you hear?"

The hand never made it to its destination. "You mean the one where she tried to guilt-trip you with some Mister Rogers bullshit?"

Already, Peter was wincing. "Yeah. That one."

"What about it?"

"She's right, MJ."

Instead of the chips, Mary Jane's hand ended up going for the radio. Her long, sharp fingernail pressed against the knob, murdering the song mid-chorus. In the music's place, silence flooded the car.

"Mary Jane, I'm sorry, but…" Peter slouched beneath his seatbelt. "…someone's gotta stop Fisk."

The moment the light went green, their ride shot to seventy MPH. "Peter, you were told he's Kingpin by a *homeless guy* who died in a *gutter*."

"Matt was my *friend,*" Peter snapped, "and I turned my back on him."

MJ grasped for words. Her fingers had gone white, they were gripping the wheel so hard. "Fine. Fine, okay, I'm sorry. I didn't mean it like that. If… If this is really important to you, we can go to the Avengers about it."

At this, Peter bowed his head. "I already called Cap before we left. Told him everything. He says this is a job for the feds, not the hero teams. He'll pass the info on, but… it's not a lot for them to go off of."

"Well, then…" MJ released one set of fingers so she could place them over his hand. "…you did everything you could."

Against his will, Peter found himself inhaling. "MJ, the feds can't stop him. They haven't *been* able to stop him, and they're not gonna believe a kid who heard it from a homeless guy who used to dress as the Devil and jump off rooftops. It's just not… I mean, Flash told me *Captain DeWolff's* on Kingpin's take, and *she's* the one who helped me and Daredevil take down Tombstone in the *first place*."

"Yeah, that's the thing, though, you took down one big cheese crime boss and another popped up to replace him." MJ gave the back of his hand one last stroke before returning her own to the wheel. "You think it'll be different this time? Y-You're *doing it again,* Peter. I'm sure you could find *tons* of evil mega-corporations to piss off if you went *looking* for them." They almost got caught at a red light, but MJ sped through it right as it was changing from yellow. "I told you, the world's garbage, but trying to fix it all yourself isn't gonna do any good. These fights have nothing to do with you."

The words erupted all on their own: "My uncle *died* because of organized crime like this."

MJ's erupted back: "*His* death was an *accident.*"

After that… Peter's words weren't quite so eager to form themselves. "No, it wasn't."

He could only imagine Mary Jane's face behind those shades right now. "But… that's not… Wh- What about your responsibilities to your aunt? To…?"

"To you?" finished Peter. MJ gave the feeblest of nods, and so Peter took a breath and said, "I can put Aunt May in the Fantastic Four's safe house again, sooner this time, before Kingpin even knows I'm after him, and- and with all the holes in the security system patched out. I won't make the same mistakes."

"Peter, I'll stay in that safe house again if you ask me to, but-"

"I *can't* ask you, Mary Jane." Sternness took Peter's voice. "You have a career ahead of you, and you can't keep torpedoing it for my sake. But…" And just like that, the sternness was gone. "… Kingpin won't go after you if he doesn't think… I mean, you'd just seem like a random roommate I once had. No one else really knows about… We could have S.H.I.E.L.D. or the X-Men keep an eye on you, but-"

"But no more weekly Netflix binge-watching sessions with you?"

"…Yeah. Guess not."

There came a sniffle. "Well… okay." Mary Jane stuck a finger up behind her sunglasses, wiping. "None of that's gonna matter, though. Your powers are gone."

"I know, but…" Peter brushed his overgrown hair out of his face. "…if they could ever come back-" He got cut off mid-sentence, partly by his own surprise.

A relieved laugh had just fluttered out MJ's mouth. "Well, y-yeah." But then she caught his expression, and so she turned away, hiding her own. "I guess if they ever *decide* to return one day. Just don't go around, y'know, jumping off rooftops trying to make it happen."

Peter shook his head. "I was gonna have the Connors take a look at me, actually. Been putting that off way too long."

They screeched to a halt with enough force to make his seatbelt go tight. The car was halfway past a stop sign.

After a disquieting moment, Peter continued, "I mean, they're the ones who gave me my powers in the first place. By total accident, granted, but still, maybe they can tell me if I really am just sick or if some trace of my powers are, I don't know, dormant in me or something?"

"Yep. Guess that's always an option." Another, more jittery laugh left MJ's mouth. "S-So then we'll have to put this argument on ice till they can give you a checkup, right?"

"Right…" Peter said slowly.

With that, Mary Jane turned the radio back on, though it took her finger a couple tries to hit the button. For the next couple minutes, the only sound in the car was synthy, ear-bleeding pop music.

As expected, Mary Jane was the first to speak. "Ugh, forgot to turn the AC on again." She wiped a layer of sweat off her brow, smearing makeup on her fingers. "I swear, summer gets longer every year…"

At the next red light, she unzipped her orange cooler bag, revealing more bottled, flavored waters within. Immediately, Peter reached for the one nearest to MJ.

And just as immediately, his hand was smacked away. “Oh, that one’s mine.” MJ snatched it out of his reach. But when she spotted the look on his face, she faltered. “S-Sorry, the fruit punch is my fave. Here, you can have the kiwi one.” She all but shoved it into his hands.

Peter stared at it.

“What?” said MJ. The word ended up higher-pitched than it’d started.

“Actually-” Peter’s own voice, by contrast, was tightening. “-now that I think about it… back when I ruled out gene cleanser, I wasn’t accounting for the dosage.”

Mary Jane said nothing. Her focus was kept squarely on the road.

“I guess it’s possible… intuitive, even… that drinking smaller doses might kill my spider DNA in a way that’s less quick.” Peter set the kiwi water in the cup holder, crushing the bag of chips beneath it. “Less obvious.” A rush of air escaped his mouth. “And I’ve been so out of it lately, I mean, it wasn’t like I was keeping careful track of all my supplies. I just kinda threw everything into boxes. Bet I wouldn’t even have noticed if a vial or two went missing.”

Mary Jane’s breathing had grown audible over the music.

“MJ,” said Peter, “if there’s something you need to tell me-”

“*Yes.* Yes, you’re right, Peter.” The words burst out her mouth, one after another. “I didn’t think- You didn’t have to- Why can’t you just-?” The words slowed down. Mary Jane switched off the radio, then forced herself to inhale. “Yes, there’s gene cleanser in your drink. Happy?”

It was Peter’s turn to keep quiet.

“And in that gallon of milk I gave you, all the sodas I bought you- *Everything*. It’s been in everything.” It turned out, when MJ’s words had slowed down, it’d been more of a momentary lull. “Everything since… that night.” She spun towards him, her sunglasses dangling off her face to reveal a pair of puffy red things. “Are you mad at me *don’t be mad at me.*”

Peter’s postured had gone stiff. “So when you said I had a choice, you were lying to me.”

“You think I’d give you *a choice?* In the *state* you were in? No. No, no, no, you’d throw yourself off a building or pick a fight with the Juggernaut or something-” It was a shock she managed to flip on the turn signal, Mary Jane was trembling so hard. “-and then I’d be alone, *and you can’t do that to me, Peter. Not again-*”

“*MJ, don’t change lanes. There’s a-!*”

His cries were silenced by an airbag to the chest.

As it turned out, Mary Jane’s blue Mercedes-whatever had rear-ended the massive, muddy truck of some baseball-cap-wearing guy who was, err, probably not the most pure-blooded New Yorker ever. The guy was twice MJ’s size… which did not at all impede the rate of curses hurled his way.

Eventually, though, Peter managed to calm things down – relatively speaking. Insurance information was swapped, tow trucks were called, and long story short, it was about eight at night by the time a cab finally pulled up in front of the Ditkovich family’s five-star hotel suite.

The moment Peter was free, he pushed his way inside and marched up the stairs. A pair of footsteps marched behind him.

"You don't have to walk me to my door."

"Okay…" came a trembling voice.

It was taking every last muscle in Peter's body to keep himself facing forward.

"Well… bye." The voice had gone from trembling to cracking.

Every last muscle wasn't nearly enough. Peter spun in place.

Mary Jane looked even more pitiful than he'd imagined. Her sunglasses hung crooked on her nose, her makeup was a mushy mess, and her hair had gone all frizzy from a nice, long day of screaming at insurance agents beneath the hot sun.

She offered a hug.

Peter showed her his shoulder.

"Please don't hate me." Her voice made him wince – He'd never heard it so mousy before.

"I don't hate you, MJ," Peter said, hand in his scalp. "I just need time to process what… what you… *Hmph*. You've really been putting your acting skills to use lately, haven't you?" No reply. "Whatever. It's fine. Just tell me you're sorry. And from now on, don't lie to me."

Mary Jane's eyes met her designer boots. "I… can't do *both* of those."

"Oh." Peter let out another, louder huff. "So if I went to the Connors and they scienced my powers back somehow… you'd do this all again? If you thought you could get away with it?" He walked up a couple steps higher just so he could loom over her.

She met his unwavering brown eyes with her swollen, mascara-dripping ones. "If I did my job right, you won't *be* getting them back. *I hope they're gone. I hope there's not a drop of spider blood left for them to drag up out of you-*"

"*Keep it down. The neighbors-*"

Mary Jane's hand hit his chest. Well, not 'hit,' exactly. It was more like she thought if she pressed down hard enough, she could physically keep the spiderness from seeping back in. "You don't have superpowers," she said in a harsh whisper. "You have gross little hairs on your hands and feet, and you said you grew extra arms and turned into a- a Man-Spider once. You're like the Lizard but not transformed all the way. Infected. You're infected, and I *saved you.*" The laugh she let out was… not her sanest ever.

"*MJ, MJ…*" Peter ended up holding her by the shoulders, steadying her. He took a deep, deep breath. "I understand why you did what you did. But *you* need to understand that… if my powers are really gone for good… then *every single person* Spider-Man could have saved… all those deaths are on *your* shoulders." He clamped them tighter. "*You're* responsible."

At this, Mary Jane let out a little gasping noise. It made Peter's chest ache. "You don't get it. You're so *good* that you don't get how *horrible* the rest of us are." MJ pressed a hand to her mouth in a futile effort to hide her face. "I can't do it. You need someone waiting for you after every mission to kiss your cheek and be like-" She put on a shriller voice. "'Oh, hello, Spider-Man, dear, supper's on the table. How's your day been? Any near-death experiences? Here, let

me sew up your costume and wash all the blood out,' and *I can't do that,* Peter. I can't be that for you."

"But-" Peter tried to reply, but his mouth was disarmingly dry.

"I don't give a shit about those other people, but the thought of *you* getting hurt makes me sick to my stomach, *and if your aunt actually cared about you, she'd feel the same way.*"

Following *that* remark, Peter didn't *need* to tell her to keep her voice down. The look in his eyes did that more than well enough.

MJ shrank beneath it.

"I'm going to forgive you for saying that," Peter said, his voice perfectly even, "because I know I've upset you, and I know you're not thinking straight. Go home, Mary Jane. Give yourself some time to calm d-"

"*No, shut up,* it must be *so easy* for you to be like that when you got raised by the greatest, sweetest, nicest aunt and uncle on the face of the earth. Probably helps that you didn't have to watch your dad punch your mom-" Mary Jane touched her knuckles to her own jaw, miming the impact. "-right in front of you when you were *six years old.* So just *save it.*"

It was at this point that Mary Jane finally turned and began her way down the stairs. She was no doubt going home to give herself time to calm down.

Peter grabbed her wrist. "Mary Jane, wait."

On command, she paused, then fixed her damp, quizzical eyes on him.

"We… We need to have a talk."

"I know." Mary Jane's voice was *achey* to listen to, if that made any sense. "I'm trying, but I don't know what to… Th-The words aren't coming out right." Her eyes locked, then unlocked with his. "Gwen would've known what to say."

"Yeah." Peter's voice shook, both from laughter and from its polar opposite. "Well… we'll have to figure it out on our own. C'mon." Gently, he took her hand in his. "Let's finish this inside. Less people in there."

Mary Jane nodded, and so Peter led her towards his apartment – if you could even call it that. To be honest, he hadn't been overeager to show her his bachelor pad (It had more in common with a well-used Brillo pad), but Peter didn't have anything approaching enough energy to go elsewhere today. His back ached from hauling boxes, his butt ached from sitting in sports cars and tow trucks for hours on end, and his throat ached from, well, y'know.

And all that was *before* he opened the door to his room.

"Oh, there you are, bro!" *Thwip*.

Before either of them could scream, Peter and Mary Jane found globs of red goop covering their mouths. And before they could run for it, a pair of matching red tendtrils snagged their waists. The things dragged them inside like a sea creature dragging its prey into the deep.

"Hey, relax, Pete," said a voice from the ceiling. "I promise I won't hurt you."

A third tendril politely shut the door behind them.

"Oooooh, wait, actually, I'm a clone of *you,* so I guess that means I'm pretty terrible at keeping promises."

Chapter End Notes

Next Issue: Maximum Kainage!

Foreclosure

This was another one of Peter's old nightmares. It had to be. That was the only explanation that… that didn't end with Mary Jane getting hacked into little pieces.

No, he couldn't think that. He had to focus. There had to be some escape. Sure, Peter was currently being suspended in the air by a set of unnervingly Carnage-like red tendrils coming out Kaine's body. And sure, he'd just learned the loss of his spider-strength was in no way psychological, meaning it hadn't the slightest chance of returning. And sure, it was dawning on him that maybe letting Kaine go off to fight Carnage all by himself and then forgetting about him hadn't been Peter's wisest move ever. But… But… Yeah, okay, there was no "but."

In his defense, though, Peter's mind hadn't exactly been at its sharpest these past few weeks.

Kaine remained perched on the apartment's ceiling. His Spidercide costume would've looked the same as always if not for its clawed hands, its gooey, amorphous red eyes, and the big, toothy mouth that'd spread itself across the usually-blank face of Kaine's mask. But other than that it looked totally normal.

And that was to say nothing of the crimson slime oozing over every pore of the woodwork, mixing itself with the apartment's preexisting grime until the place looked like the aftermath of your average Doom level. And from every last splotch of slime, faces were forming. Gooey white eyes were boring into Peter and Mary Jane, while beneath them, mouths were whispering, chanting in turn:

"*YoU-*"

"*-lET-*"

"*-hEr-*"

"*-DIE.*"

The faces had formed on the walls, the mattress, the sink, even some of the boxes still strewn about.

"*YOu-*"

"*-dON't-*"

"*-dEsErVe-*"

"*-tO-*"

"*BREATHE.*"

The tendrils holding Mary Jane moved themselves nearer to the creature.

"Hey, you've always had an eye for fashion, right? Do ya like what I've done with the place?" Kaine's voice had never been a perfect match for Peter's, but now it was downright unrecognizable. The symbiote's alien echo had utterly mangled it. "I thought the twisted demon-faces on everything might've been a bit much…"

Mary Jane's prompt, forceful response was muffled by the slime on her mouth, but she managed

to convey the gist of her message.

"*I-*"

"*-wAnT-*"

"*-YoUr-*"

"*-BLOOD.*"

One of the faces lagged its tongue at Peter. It got distressingly close to his ear.

Kaine glanced his way, grinning. "Oh, don't mind the symbiote. It's just a little overeager to rip you to shreds. I'm still trying to teach it the whole 'delayed gratification' thing." He shrugged his slime-covered shoulders.

Peter could swear he could hear his heart thumping in his ears. The harder he fought, the tighter this stupid slime constricted around his waist.

"It's great to see you again, by the way," Kaine added, his smile stretching even wider. "Would've dropped by sooner, but I've been busy with a, err, pet project of mine. Maybe I'll show her off to you. Or maybe I'll just torture you to death – I'm winging it."

There was a *crssh* of glass, and the next thing Peter knew, he felt the open air on his back. Kaine had carried him out the apartment's nice, big window, but, small mercies, he tossed Mary Jane to the floor before climbing out himself.

"Sit tight and wait your turn, Red," With a *thwip*, a pair red globs sealed off the door and window. "Once I'm back, I might take you up to the Bronx Zoo, throw you to the tigers. It'd be ironic or something."

At those words, well, Peter couldn't help himself – His struggle against his restraints began anew. But that only made them grow all the tighter. How long had that symbiote been whispering in Kaine's ear? If he was threatening *Mary Jane,* then… he was beyond saving.

Peter would've at least given Kaine the most intense death glare he could muster, but right as Kaine began web-swinging the two of them through the city, the slime slithered up over Peter's eyes, and the world went black for a while.

At some point, Kaine's tendrils started crawling all over Peter's body. Peter shuddered, but all that accomplished was to press his skin up against the sharpened slime, slicing it. Now it felt like he'd been covered in paper cuts.

Peter didn't know how long that went on for – He wanted to say hours but knew it'd probably been more like seconds – but eventually, his back hit stone, the slime seeped off his face, and he was treated to a view of the sunrise over the East River. It painted the entire, cloudless sky crimson.

With a pang, Peter realized he'd been freed. He tried to pull himself to his feet, but the searing pain beneath his skin had other plans. It was as Peter was stumbling to the rock beneath him that he realized his civilian clothes had been sliced off, leaving only the red and blue spandex.

With another, harder pang, Peter realized where Kaine had taken him.

"I know, I know, it's the obvious pick." Kaine stood across from him, hunched over on all fours,

peering over the edge of the pillar to the bridge below. Some of the cars down there seemed to have spotted him, causing them to erupt into fits of honking and swerving. “I actually put a lot – and I mean a *lot* – of thought into where to kill you at, but end of the day…” In his clawed hand, Kaine clutched a Spider-Man mask. He must’ve swiped it from Peter’s utility belt. “…it just *had* to be *here*.” He let go, allowing the mask to drift to the road below like a feather. It was a long way down.

Peter had ended up sprawled across the top of the bridge pillar, and he was pretty sure the impact had dislodged something. It was all he could do to lift his head, let alone speak. And Kaine had barely done a thing to him yet. Peter’s bleary eyes traveled to the brick beneath his chin, where the remains of his glasses had landed. He’d forgotten how frail he was without powers. He didn’t even have his web-shooters, and his head felt eerily empty without the constant buzzing of his spider-sense. It was impossible to think.

“Aww, what’s the matter, big brother?” Claws tore into Peter’s shoulder, ripping a scream from his lungs. “Not even gonna *try* to fight back?” And now the other shoulder. “Well, can’t say I blame you.”

Peter wanted to beg, but all that came out were sobs and whimpers.

“We both know you deserve this.” What’d been Kaine’s hand a second ago was a now a writhing, black ax head. “This one’s for Flash.”

It fell on Peter’s leg.

He screamed. Peter hadn’t even realized he had the energy to scream again, but he managed it. This wasn’t the sharp ache of those paper cut wounds – It was a volcanic eruption of pure, unbridled agony, white hot and all-encompassing, and trying to analyze it like that was the only thing keeping Peter from losing his mind right now. His leg hadn’t been severed like Flash’s. No, it’d only been sliced from the back of the thigh to the heel, but that was a small consolation. Peter could see muscle tendon. He could see *bone*. Faint. He was going to faint.

“*St-Sto-ohhh-op. God, please, stop.*” Peter surprised himself with words, but they were short-lived.

“Oh, don’t worry, bro.” The slime peeled back around Kaine’s wrist, allowing him to seal Peter’s leg with a coat of organic webbing. It was warm and moist, and its impact added a constant stinging on top of all the other sensations coursing through Peter’s body right now. “I’m not gonna let you bleed out on me. Not before the grand finale, at least.”

The slime was wrapping itself around Peter’s body again. This time, he didn’t even try to struggle.

“Do you think this is how she felt, Peter?” Claws dug into his shoulder again, and then he found himself hoisted above Kaine’s head. “I bet it is. You’re still alive a couple more seconds once your neck snaps, you know.”

At this altitude, the winds cut into Peter almost as much as Kaine’s words.

“Remind me why you brought her into this screwed up life of yours, again?” Kaine scatched his chin with a claw. “Because you were *lonely?* Good going, bro. *Real* good going.” He made a noise somewhere between a good-natured chuckle and a serpentine hiss. “Alright, I’ve had as much of you as I can stomach. Seeya!”

The wind grew even sharper. Peter was sailing through the air. Right towards the pavement below. He shut his eyes. This was how she’d felt. The panic. The rush. And then the strange,

eerie sense of calm.

Swik. Peter felt something snag his ankle from above, but before any sudden stops could happen, the slime freed itself. The fall had been slowed but not halted.

Peter remembered one summer when he was twelve – right at the age where he was way too old to act like this – Uncle Ben had tried to get him go off the high dive, and Peter had utterly freaked about it. Yeah, he'd been scared of heights. Funny how that turned out. He never had gone off that high dive, but, well… every single primal, reptilian instinct in Peter's brain that'd kept him from diving? Every nagging fear he'd had about what could go wrong?

None of them had come even close to this.

His shoulder took the brunt of the concrete. That much, Peter felt clearly. He rolled over a while – traveling quite a distance, he imaged – before finally coming to a stop. His eyes shot open, and for one second of clarity, Peter realized that human shoulders were *not* supposed to jut out like this. But then the second was over, and there wasn't a drop of clarity left in his skull.

Kaine's presence had left the Brooklyn Bridge full of screams and wails, but Peter's drowned out every last opposing one. His vision was going white. A couple fingernails were torn and bloodied and embedded in the pavement.

"Still alive, are we?" said a voice from above. "*Good.*"

Peter tried to crane his neck, but it put up a fight with him. In the end, he at least managed to point his eyes high enough to make out the sight above. Kaine was now perched on the side of the pillar, and his slime was seeping over it like veins. It even crawled over the support cables, stretching and growing until it was one big tumor hanging off the Brooklyn Bridge.

Then, in one quick motion, Kaine tugged, and the slime mimicked his action. Pavement snapped. Civilians shrieked. Where once a smooth road had run, cars and rubble now plummeted to the river. The bridge looked like it'd been karate chopped by a giant.

But that was an observation Peter could only make for the briefest of moments. His own region of the bridge hadn't yet collapsed, but the pillar above him sure had.

"Timber!" Kaine bellowed.

Rubble and shrapnel grew larger overhead. Then larger… larger… Peter tried to run for it, but the best he could do was roll onto his stomach. And the moment he did, something crashed into him. That karate-chopping giant must've been trying to squish Peter under his boot. Heh. That was kind of a fitting mental image. Because, you know… spiders. *Oh god he was in pain.*

Peter pushed. The rubble pushed back. Lord, this had to be, what, a whole third of the bridge pillar? And Peter had no powers? How was he not a pancake yet? With a bit of straining, Peter found the answer – Some remnants of the steel support cables had landed in exactly the right way to prop up the pillar-chunk, *juuuuust* keeping it from completing its journey to the ground. Lucky Peter.

Across from him, he caught the sound of shrill, incessant cackling that could only belong to a half-alien spider-clone. "*Damn,* that felt good." The laughter grew fainter, punctuated by the telltale thwips of web-swinging. "I needed that." After a moment, the laughter faded entirely. The monster had left.

Stupid Kaine just *assuming* Peter was done for. What an… What an idiot.

Again, Peter pushed against the rubble on his shoulders. Again, it pushed back. What a sorry sight Peter must've been. This wasn't a *fraction* of the weight from the Master Planner's lair. This was nothing. This was… was…

Peter's breath felt hot. He wanted to say civilians were still screaming all around him, but maybe that was just the ringing in his ears. Dust and smoke went up his nose, and it didn't even make him cough. He didn't have the energy for it.

Water was dripping off his torso, making this constant little *plink, plink, plink*. Where'd that come from, the river? How'd it gotten all the way up here? That didn't make any- *Oh*. It wasn't water.

But the ringing and the *plink, plink, plink* weren't the only things in Peter's ears. There was also this gasping sound. High and deep and scratchy and constant. Sometimes it'd stop for a couple seconds, but always, it started back up again. "*H-Hngh- Hello?*" Stupid gasping sound made it hard to talk. "*Hello? Please… anyone… I can't move. I can't…*" The words barely carried a foot from his mouth.

No one was coming. He had to try again. This was nothing, really. Even a fraction of a spider's strength would get him out of this, let alone the *proportional* strength of one. This was easy. This was like the Master Planner's lair on easy mode. Training wheel stuff. He could do this. He just had to try again.

But then, back at the Master Planner's lair… Peter'd had a motivation lying right in front of him.

He strained. He strained and strained until finally, his vision looked marginally less blurry. It gave him a good enough view of the patch of bridge lying before him. It was empty. His eyes shut back. He could do this. He could do this if- if it would just stop hurting. It'd be so much easier then. He just wished it would stop. All of it.

No more. No… m…

It stopped.

Good. That was good. Now Peter could pull himself to his feet. He did. Then he blinked. Hadn't it just been sunrise a second ago? Why was it so dark now?

No sooner had the question formed in his head than a light burned over Peter's face. "What the-?" His hand went for his eyes, but, after a disarming second, he realized they didn't hurt. In fact, nothing did. He flexed his arms. They felt like a million bucks. Never better.

Hmm, in the orange light, he could see that he still had his costume on, though his mask remained missing. Peter felt his face. Even his sweat had vanished. His skin felt like a baby's butt. Next, he checked out his surroundings. Stone walls, a thick, woolen rug, plenty of fiery torches, a bear head mounted on the wall… Was this some kind of castle?

"Well fought, lad!" A booming voice made him flinch.

"*Huh? Whuh?*" Peter snapped towards the front of the room. Standing there was a massive, muscular guy covered from head to toe in a mixture of battle armor and body hair. His flowing red beard was even bigger than his biceps. Who was this supposed to be, Thor's cousin twice removed? Had he saved Peter with magic?

Peter was about to voice that guess, but before he could, a meaty hand slapped his back.

"There is no contest. Hel hath not a claim to you!" Suddenly, the guy dragged Peter by the

shoulder to the front of the dim, torch-lit room. An oaken door was waiting there. The red-bearded dude was twice Peter's size, but the door towered over even him.

"What's going-?"

"Go, boy! Go and find thine kinsmen!" The door swung open with a reverberating echo, and Peter was sent inside with a shove.

After a bit of stumbling, he managed to remain on his feet and inspect his new surroundings. At first he thought he was looking at a room full of mirrors, but no… it was just a banquet hall that stretched on forever. Obviously. Torches spanned the damp stone walls like stars in the sky, the ceiling was lined with an endless array of spears hanging over everyone's heads, and every couple of feet on the ever-stretching fur rug, there sat a different table.

Groups were gathered at them, some tables holding hundreds of people, some holding only two. The ones in Peter's immediate vicinity were all New Yorkers – You could tell by all the dropped R's and overabundance of "aw" sounds – but the fawtha- sorry, *farther* back the humble wooden tables got, the more eccentric their inhabitants became. Some of them were clearly Asgardians, judging from their chain mail armor and general beefiness, and some of them weren't even human. A couple blue-skinned dudes were dead ringers for the Kree aliens Johnny had once described to Peter.

And every last person in the hall was cheering and feasting and generally making Peter's eardrums pop. The main course of the day seemed to be freaky alien boar cooked to a golden brown. A different one rested at each and every table, and every time meat was torn off any of them, more grew back in its place.

Peter turned back, only to discover that those ornate, oaken doors were nowhere to be found. Okay, so, uh, he had a couple working theories on what was going on right now. The most plausible one was that he'd somehow been teleported to Asgard. Except that wouldn't explain what all these other New Yorkers were doing h-

Peter's brain froze mid-thought. Right as he'd been skimming the banquet hall again, something forced his eyes to halt. Or some-*one,* rather.

"Peter?" The voice was perfect. It was soft and delicate, but confident and purposeful and… and everything he'd remembered and more.

Peter ran, shoving passerby out of his path. Her skin was creamy and peachy and flawless, and her shiny blonde hair had been braided up around her head. When coupled with the elegant white dress trailing down her lithe body, it kept her from looking *too* out of place in the medieval fantasy world.

Peter just about tackled her out her chair, he hugged her so tight. She was warm. Her arms were warm and her neck was warm and her lips were the warmest of all.

Whoops, applause, and cries of "Huzzah!" rang out from the crowd. Off to the side of the table, an Asgardian band started playing a jaunty tune on their weird alien instruments. Someone even wolf-whistled. There were literally infinite eyes on them, and Peter didn't care about a single one of them.

She was so, *so* warm. How had he never appreciated that before? Peter would stay here forever if he could, basking in it. In fact… that was exactly what he planned to do.

A tankard the size of a human head fell from the girl's hand, spilling perfectly good ale all over the

Fenris-skin rug.

Loan Extension

Chapter Notes

See the end of the chapter for notes

The roast Bilgesnipe his plate gave off the single most delectable scent Peter had ever smelled in his life (uh, figuratively speaking). But he hadn't touched it once, and he'd been here for… for… Well, he wasn't sure the whole "time" thing really existed here, but the point was he and the blonde in his arms had been nonstop making out from the moment they'd laid eyes on each other.

Peter was in heaven (*not* figuratively speaking).

"*Peter, stop it.*" It was when his lips started exploring her neck that the giggling blonde finally shoved him off her. "You're embarrassing me."

"I don't care." They hadn't been separated for a second before Peter's body was glued to hers again. "I missed you. I need you. I love you. I- I thought-"

"I know. It's okay, Peter. I know." Gently, the girl guided him to the adjacent chair – which Peter was pretty sure hadn't been there a second ago – sat him down, and climbed onto his lap. "I missed you, too." She gave a somewhat smaller smile than before. "I didn't think I'd have you so *soon*. I was scared you'd live to your eighties."

Peter found himself laughing. It came so much more easily now. "Gotta say, you're looking *way* better than the last time we, uh, met."

"Oh, right. The Wand of Watoomb thing." The girl brushed a strand of hair from her eyes. Lord, Peter had missed that. He wondered where her glasses had gone, though judging by his own, newly-restored twenty-twenty vision, he guessed they weren't needed here. "I really didn't mind that. I got to see you early for a bit." She showed off her pearly, maggot-free teeth.

"I was so scared, Gwen." Peter made an effort to grab a bite of Bilgesnipe, but he couldn't even go that long without hugging this darn girl again. "I thought you were in hell or- or that there was nothing after…" Another laugh sprang from his throat. "Geez, though, all the religions in the world and outer space and other dimensions, and *Norse mythology's* the real one? Well, I guess it's not the worst- *Wait.*" A thought hit hard enough to knock him straight off cloud nine. "But can't you only get to Valhalla from, like, dying in battle? What's gonna happen to Aunt M-?"

"*Peter,* you really think it works like that?" Luckily, the feel of soft, dainty hands of his arms sent Peter right back up. "You think there's no cosmic justice? Everything's *fine*, I promise you. You don't have to worry anymore about… about *anything*." The girl's lips were drawing nearer, and Peter's brain was growing fuzzier. "That's just a mortal habit you haven't grown out of yet."

"Heh. Yeah. Guess not." Peter gave a relieved smile. But then another thought struck him, and he began skimming the hall. "So where's everyone else? Uncle Ben? My mom and dad? *Your* mom and-? *Oh.*" He nearly tumbled right off his seat. "You've never met my parents, a-and I've never met your mom. C'mon, let's go find them! Ah, man, this is gonna be-"

He was stopped by nails in his arm.

"What's the rush?" The girl on his lap put yet another alluring smile on her face. "That's another mortal habit, you know."

For the first time since he's spotted this girl, Peter frowned. "But I want to see my mom."

“Well, yeah, but, I mean…” The girl shifted in her seat. “There are some thing we don’t wanna do in front of your parents, aren’t there?”

“Oh. *Oh,* yeah, um-” It was a little hard to formulate a counterpoint when those lips were trailing down the underside of Peter’s chin. “-there’s not exactly a ton of privacy here to start with, remember?” He pointed with his eyes to the adjacent, New Yorker-occupied tables.

Unfortunately, his point was undercut by the fact that a good number of those tables contained their own happy couples, and a good number of those couples weren’t exactly exercising restraint, themselves. It was a wonder this whole place hadn’t devolved into an infinite, eternal orgy yet.

…Actually, now that Peter thought about it, some of the couples there weren’t even “couples.” More like “trios.” And even a couple “quartets.”

“Wow.” Peter at least had enough shame left to look away after a second. “I didn’t realize there were that many, uh, poly people in Manhattan…”

“Oh, those are just widows and widowers who remarried in life,” said the girl on his lap, sparing the aforementioned groups a glance. “Funny thing about polyamory, it’s *way* more socially acceptable when one or more parties are dead.”

Peter blinked. “That does kinda make sense.” In fact, some of those groups were making their three-way make-out sessions look downright natural. Peter was impressed – He, Gwen, and MJ had never quite reduced the risk of clonking their foreheads into each other. “Wait, so when Aunt May and Dr. Bromwell die, will, err…?” Mid-sentence, he clutched his temples. “*Okay,* that’s going into the ‘never again’ part of my brain.” And on that lovely note, Peter’s attention went back to his girl. It turned out he’d been stroking her hair for the past couple minutes without even realizing. “But I’m serious, I wanna see the rest of our family.”

“And *I’m* serious, I want to be alone with you right now.” Before Peter could protest again, the girl’s face was hovering towards his.

“But-”

“Peter, please… shut your eyes.” Her hands sent a shudder down his back. “Relax.”

Peter started to do as he was told, but right before his lids could close, he caught someone coming towards them. “Oh, there he is!”

Uncle Ben was pushing his way through the crowd, and he was in quite a hurry from the looks of him. Unlike the girl, he was dressed in his favorite sweater and sweatpants, and his face was… heavy with worry.

“Uncle Ben?” On sheer impulse, Peter started to push the girl off him. “What’s wrong-?”

But before Ben could even get close, the world changed. Everything grew fuzzy like an out-of-focus camera shot, and then the scenery swirled around Peter and the girl like a twister. “Whuh-? Gwen? What’s happening?”

She merely laughed. “You didn’t think we were really stuck in a dingy dining hall for eternity, did you?”

In an instant, the spinning stopped, and now Peter was standing on an endless blanket of fluffy white clouds beneath a pure blue sky. Across from him were a pair of enormous, sparkling gold gates.

“Is this better?” And before him was the girl. Angel wings and a halo had been added to her outfit. “Or would you prefer another one?”

“Gwen-”

The world changed again. Now the two were in a tidy, musty house that, judging from its smell, could only belong to a sweet old lady. And now the girl’s wings and halo had been swapped out for a swishing tail and fuzzy, triangle-shaped ears.

“This isn’t funny, Gwen.” Peter’s voice was sharper this time. “Why don’t you want me to see Uncle B-?”

“Too much? We can do something more normal if you’d like.” The world changed yet again. This time, Peter was now seated on a mattress while the girl was sprawled out beside him. Instantly, Peter knew this place. The unique blend of textbooks, sourcebooks, and comic books on the shelf gave it away – This was Peter’s bedroom from his old Forest Hills home. “We can be anywhere, any-*thing* you can imagine, Peter.” She crawled on top of him, still in that white gown. The kitty features were gone, though truth be told, those wouldn’t have have made Peter blush any less (Yes, fine, he admitted it, he had a thing for chicks dressed as cats). “Just shut your eyes.” Soon enough, Peter found himself pinned. “Relax. Please. For me.”

Peter admitted he was tempted, but… instead of shutting, his eyes merely narrowed. “Why would you want me to…?”

Just like that, his eyes shot open. The expanse before him now was barren and colorless, and strewn about it were overturned cars and chunks of rubble. *The bridge*.

No sooner had the thought clicked than a wave of searing hot agony shot through Peter’s body.

On sheer reflex, his eyes shut back, and now he was once again sitting above the covers in his childhood bedroom, sweating buckets and panting like a thing possessed. The girl, however, no longer looked quite so alluring. She’d sprung backwards, apprehension in her eyes.

Peter brought a trembling hand to his forehead. “I’m not dead.”

“Please,” said the girl, her voice growing higher, “all you have to do is shut your-”

“None of this is real.” Except maybe the heart hammering against Peter’s chest. “None of this is-”

“Where would you *rather* be right now, Peter?”

The world changed again. Into burning. To screaming. To Peter’s teeth gnashing together until he was sure they’d cracked.

“Or maybe you’re more of a Hitchens fan?”

The world changed again, this time int

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When reality returned, Peter found himself keeled over on his bed, gasping and panting and coughing as if he'd been drowning. "What *was* that?"

"Oh, *nothing,*" said the girl, admiring her nails. "But it wasn't *so* bad, was it? It at least made the pain stop, didn't it?"

She was right. It had. The pain had been so… overwhelming, but… if he could just shut his eyes…

The girl's hand trailed down his thigh. "Shh… It's no different than how you felt before you were born, is it? Wouldn't that be nice in a way?" Her hand trailed higher. "You don't have to hurt anymore, Peter. All you need to do is close your eyes. Relax."

His lids were halfway there already, and this pillow felt so wonderful against his neck, and all Peter wanted was to let his every muscle grow still. He wouldn't have to worry about the pain, the supervillains… Aunt May.

"*No.*" In a blink, Peter jolted upright, knocking the girl's hand away. "What about the people who're still alive? The people who care about me? Haven't they lost *enough* lately?"

The girl had no reply. She merely say up on the mattress, staring at him with a distant look in her eyes.

"What about-?" The name almost choked him to death, it was so big in his throat. "*What about Mary Jane?*"

It was the darnest thing. Peter's bedroom had never been the slightest bit percussive, and yet an echo had formed. "*Mary Jane… Mary Jane… Mary Jane…?*"

Peter thought the girl would stay quiet again, but she surprised him by speaking in a soft, monotone voice: "I told you to stop thinking like a mortal, Peter. This place is *eternal*. Whatever

your loved ones could possibly suffer, it's a blink of an eye-" She snapped her fingers. "-and then they're here. With us." A hand reached for Peter's cheek.

He smacked it away. "I don't want Mary Jane to suffer. Not even for a little bit. And neither would the *real* Gwen!"

The girl said nothing. Her head titled downwards, hiding her eyes in her bangs.

"Who are y-?" Peter's question was cut off by the sound of an incoming Skype call. "Whuh?" His head snapped towards the edge of the bedspread, where a salmon-colored laptop was sitting.

It looked identical to the real Gwen's, except that the laptop's wallpaper had been changed – Rather than Spidey, it showed off a guy in a similar skintight red costume. The difference was, this guy's costume was red and black instead of the good old red and blue, and in lieu of web-shooters, he sported a pair of katanas on his back, guns on his hips, and a frankly ridiculous number of pouches on his belt. And despite the full-body costume, the guy was sprawled before a fireplace in a seductive pose. It was kind of cartoony.

"Um…"

But before Peter had time to ponder that, the girl scrambled for the touch pad to click "decline" on the call. "Sorry about that. Ugh, thought I blocked this guy…"

Right before she closed it out, Peter caught a glimpse of the most recent Skype chat. A user by the handle of "madtitan55" had demanded, *Why, my love? I have given you HALF THE LIFE IN OUR UNIVERSE. How can that be inadequate, and yet you'd choose that deformed, obnoxious BUFFOON over ME? Why? WHY, my love?*

To which the user "dirtnap26" had simply replied, *He makes me laugh.*

The lid slammed shut. "There," said the girl. "Now where were we?"

Peter stumbled backwards. He tried to hop up off the bed, but his legs felt strangely heavy all of a sudden. "You pretended to be *her.* How *dare* y-?"

This earned a chuckle from the girl. "Did I ever *say* I was Gwen Stacy? *I* didn't choose this appearance, Peter." She gestured to her silky blonde hair and sea green eyes. "You did."

The words hit him like a blast from Electro. "I saw… what I was *expecting* to see." Peter's fists clenched. "Who are you really, then? The Grim Reaper?"

The girl gave a nod. "That's one name I've been given."

"Oh my god." Peter hadn't thought his heart could go any faster, but then he guessed the whole "incorporeal" thing had overclocked it. "You're Death. Like, Terry Pratchett-style."

IF THAT IS HOW YOU WISH TO PERCEIVE ME, said Death.

In the span of Peter's heartbeat, the girl's flesh rotted away, followed by her blood and muscle and clothing until all that remained was a skeleton wrapped in a tattered black cloak. She grinned at him from beneath her hood.

"Fine, then," Peter said through gritted teeth, "don't you have better places to be? Why don't you go bug someone's who's *actually* dead?" He tried to feel his ongoing heartbeat to confirm that assertion, but his arms felt considerably heavier all of a sudden.

BECAUSE I KNOW WHEN A MORTAL LONGS FOR ME, PETER. A bony hand placed itself on the side of Peter's torso. She was climbing onto him again. Weird, Peter had thought she'd feel ice cold, but she was actually nice and warm. ALL THESE YEARS YOU'VE BEEN FIGHTING… DON'T YOU THINK IT'S TIME YOU FINALLY LOST? Her voice was high and scratchy like you'd except, only in a good way. Like when you dig your fingernails in your wrist and it feels kind of nice. I'LL ADMIT WHAT HAPPENS NEXT IS AS MUCH A MYSTERY TO ME AS IT IS TO YOU – I AM ONLY AN INTERMEDIARY, AFTER ALL. Even when she was talking, her teeth stayed clamped together. And the lack of tongue didn't seem to be impeding her speech, either. BUT WHATEVER IT MIGHT BE, WILL IT BE WORSE THAN REMAINING UNDER THAT RUBBLE?

"But… But I…"

YOU DID EVERYTHING THAT COULD BE EXPECTED OF YOU AND MORE, PETER. The skull was drawing nearer. YOUR UNCLE COULD NOT BE PROUDER.

"You're right. He couldn't." Peter's eyes shut tight. "But that's not why I do what I do."

Crack. A fist sailed smack into Death's teeth, sending her flying into the bookshelf. He'd done it. Peter had gotten his hand to move. So that was a start.

Death was disarmed a moment, but soon enough she'd pulled herself back to her white, fleshless feet. I SWEAR, PETER PARKER, EVERY TIME WE HAVE THIS CONVERSATION-! *FINE*. IF YOU LOVE FIGHTING SO MUCH, THEN BY ALL MEANS, CONTINUE. She drew back, dusting herself off. I SUPPOSE IT DOESN'T MATTER, REALLY. YOU WILL ACCEPT MY EMBRACE EVENTUALLY. Actually, though, the particles Death was brushing off herself weren't of dust. AFTER ALL… EVERYONE DOES.

They were of dirt. And within seconds, more and more of them poured out from Death's robes until a whole wave of the stuff crashed onto Peter. Before he could even react, he found himself face-down, pinned the earth, not a drop of light touching him.God, it was heavy. Too heavy.

He couldn't do this. Maybe Death was right. It was bound to happen sometime, wasn't it? All Peter needed to do was shut his eyes.

Except that when he did that, he saw nothing but beautiful redheads. Those talks they'd have, lasting hours into the night until Peter finally spotted the clock and excused himself from her condo. The- The *effort* it took him to walk out her door. That first night at the Fall Formal when she'd exploded into his life, vibrant and happy and… and never letting on how much he really meant to her. When she'd realized how Gwen felt about Peter, she'd *helped Gwen out.* And she'd been truly, deeply happy for them. Never resented them, not even a little bit. And that smile of hers… the sincere one… Only Peter could differentiate it. Who else could do that for her? She needed him. She needed him, and he…

A groan sprang from Peter's lips. Geez Louise, this stuff really was heavy. But that didn't matter. It couldn't matter. Only one thing mattered, and that thing… she was in danger right now. But not for too much longer… just so long as he kept on pushing… kept on…

Light was seeping through the dirt overhead. And right as it was getting to be too much, right when Peter was reaching his breaking point, when he was sure his bones were going to snap and he'd collapse right back to where he started… a hand burst through the soil. It wrapped itself around his own, clamping down tight, and then yanked.

Dirt exploded around him, and Peter was left panting and shivering in the open air. It was dreary here. Between the pitch black sky, the sheet of rain coming down, and the rows upon rows of

headstones lining the grass, this place could only be a cemetery.

And Peter couldn't be happier to be here. After all, there was a cute blonde kneeling over him. And this time, there was no doubt in Peter's mind who she was. She was panting, her face covered in sweat, her hair smeared with brown, her glasses smudged with grime and fingerprints. She gripped a thin, salmon-colored jacket to herself in her fight to keep warm under her coating of mud.

She couldn't look more perfect. With an energy that hadn't existed a second ago, Peter held her tight. Held her until he was sure he'd crushed her to death in his arms, and all the while, she held him back with equal intensity.

It took some struggling, but Peter eventually managed to wrench his eyes away from her. Behind him in the plot of earth he'd just burst out of, a gravestone read, *HERE LIES SPIDER-MAN, SLAIN BY HIS BROTHER.*

And before him, there stood a whole group of people. Peter's parents – pulled straight from memories he'd forgotten he'd had. Gwen's mother – looking exactly like all the pictures Peter had seen. Gwen's father – dressed in his police uniform, holding his wife tight and giving Peter a content, forgiving smile. And at the head of them all…

"*Uncle Ben.*" The hug between Peter and Gwen transitioned into more of a group hug.

Ben held the kids tight, a big old grin on his face. "Hey, I told you I'm always here, didn't I?"

"Y-You don't know how great it is to see you all." With a great deal of reluctance, Peter released a hand from Gwen so he could rub his eyes. "I just wish we had more time."

They weren't in a cemetery anymore – They were all standing in a dimly-lit hallway, and Kaine was sprinting down it, crimson slime dripping off him as he went.

"Hey!" Sullivan Edwards sprinted after him. "Kid! Spider-Man! Stop 'em!"

Kaine was getting nearer to the elevator. Nearer… Nearer…

On sheer impulse, Peter started towards it, but he was stopped by a vice grip on his arm. He turned to find a blushing Gwen. She failed to meet his eyes.

Peter gave a patient smile, then brought his hand to her own, squeezing. She was wearing her ring. One of those subtle details to help you know she was the real deal, Peter guessed. "I will *always* love you, Gwen. But I can't be with you. Not right now."

She nodded, then sniffled. "*Peter.*" Her palm touched his chest, pressing right against the spider-logo. Peter's heart beat against it. "Go. I'll be here."

For the briefest of moments, they kissed. Her lips were clammy, and they tasted like mud and sweat, and Peter would've kissed them forever if he could.

But he couldn't – He had an elevator to dash towards. Peter managed to shove it back open right before the doors closed, but when he stepped inside, Kaine was gone.

Somehow, though, Peter knew exactly what to do. He simply turned for the row of buttons on the wall and pushed the one for the top floor. And just like that, he was going…

…up.

Peter was on his feet, and he felt light. Not light like he was actually strong enough to lift himself, mind you, but light the way Swiss cheese is light.

"Ugh…?" Had something just happened? Hadn't he been somewhere else a second ago? Peter wracked his memories, but the dream was already fading like water down a drain. The only thing he could really remember was that he'd felt clammy and muddy and sweaty, but… still good, somehow.

Peter blinked, briefly shielding his eyes from the almost-set sun. He was still on the bridge – That much was obvious from the concrete around his feet. So had he lifted the pillar, then? Without a single drop of spider-strength?

Right as Peter was starting to wonder about that, a fresh wave of pain rocked his muscles and he nearly toppled over… but a wave of hands readily caught him. Oh. *He* hadn't lifted the rubble – It'd been a team of firefighters… random passerby… Dozens of them had pitched in to help. Some were men, some were women, some were old, some were young, some looked relieved, some looked terrified… but no matter who they were, every last one of them had planted their eyes firmly on Peter.

He looked to his chest. On it was a tattered, bloodied spider-logo.

Whispers passed through the crowd:

"*Is it really him?*"

"*Didn't see him use any powers…*"

"*It's him.*"

"*Is he alive?*"

"*He's… just a kid. No older than my son.*"

Wait-! Peter felt his face. His gloved hand touched skin. At this, he jolted forward, almost face-planting on the concrete. The, err, ground was a bit unstable here, seeing as the entire middle portion of the Brooklyn Bridge had collapsed into the river a couple feet away.

"*It's alright…*" One of the firefighters helped him regain his balance.

Peter stared at the crowd. The crowd stared back. At first, Peter thought they were gawking at him like he was an animal at the zoo or the freak show the circus, but the longer he looked… the more he realized how wrong he was. These people looked more like, well, the way they might have looked if Santa Clause had crashed his sleigh in the middle of Times Square. Despite the unending burn of his every muscle, Peter's lips curled.

Then, from the center of the crowd, a pair of timid, scruffy boys emerged. Couldn't be more than ten.

"We found something." One of them held that something out – a Spider-Man mask.

"We won't tell nobody," said the other.

Peter hesitated, but soon enough, he gave an appreciative nod, then slipped the spandex back over his forehead. To be honest, it just about took up the last reserves of his strength. Luckily, though, he had a group of firefighters here to keep him from face-planting.

Or at least, he did until something swooped down from overhead, shaking the ground as it sent the crowd shrieking and fleeing.

"You're still *going?*" Apparently, while Peter had been out of it, Kaine had grown even more monstrous than before. He hunched over, walking on all fours in a true Carnage-like posture while smaller tendrils writhed in and out of his back like dying worms. "You're the Energizer Bunny – Has anyone ever told you that?"

Kaine's little stroll down the bridge had sent plenty of New Yorkers fleeing, but a surprising number stayed in place, blocking his path.

"You wanna get to him?" said a portly, deep-voiced man near the front. "You gotta go through me."

"And me," said another man behind him.

"*Me, too.*"

Waves of voices trickled through the crowd.

Kaine cocked his head at them. His trademark, toothy symbiote-grin hadn't gotten any smaller. "If you insist."

Peter screamed – a quick, frantic noise of genuine horror. A second ago, a whole crowd of civilians had been standing there, but then Kaine's tentacles had swooped through, and now the path to Peter was cleared. Moses had just parted the Red Sea… emphasis on the red.

But even after all that, a handful of firefighters continued to grip Peter tight. He gestured for them to back off, and, with a not insignificant amount of reluctance, they complied.

Shaking feet stepped nearer to Kaine.

Thwak. The instant he got into range, Peter was hoisted into the air by yet another tendril. Beneath his mask, Peter's eyes shut.

Right as Kaine's goopey red hand was morphing into an ax blade, though, there came a little beeping noise from within him. "*The motion detector.*" Whatever that was, it made him drop everything in favor of summoning a miniature metal device out from the depths of his slimy alien skin. "*She's awake.*"

In an instant, Kaine turned for the city, and Peter was brought along for the ride by the one of the countless, wriggling tendril sprouting out the creature's back.

Peter barely had time to think, *She?* before he was hurtling through the air.

Chapter End Notes

Next Ish: THE FINAL SHOWDOWN! If you only read one issue in your life, true believers, make sure it's this one!

Locus of Control

Mary Jane had screwed up. On every conceivable level of her life, she had screwed up. She'd almost certainly been fired from her dream job, Peter almost certainly hated her guts now, and, oh yeah, he'd just been dragged off by a giant monster who was almost certainly gonna chop him into little bits, and for *some reason,* Peter almost certainly lacked the power to fight back.

And to top it all off, Mary Jane's lungs were almost certainly fixing to collapse if she couldn't slow her breathing.

"*Stupid. Thing. Ow!*" Prying the goop off the doorknob proved to be a less than effective tactic. The stuff felt like barbed wire, and Mary Jane was left stumbling back into the apartment to nurse her bleeding fingers.

Even once Carnage had left, his slime had remained behind. It was on the windows, the hardwood floor, the grimy sink… Some drops of it had even gotten in Mary Jane's hair. Where were Mario and F.L.U.D.D. when you needed them? And Peter's entire living space was barely bigger than MJ's clothes closet, so now she got to find out if she was claustrophobic or not. At least those creepy monster-faces had vanished. Seemed the slime went dead when it got too far from its mommy.

Next, Mary Jane tried ramming the door down with her shoulder, but all that did was send her butt back to the floor. No surprise there – MJ was light as a feather. Though on the bright side, at least she'd reached her target weight for this month. Ha ha… ha… *Eff my life*.

Plan B was to pound on the wall for all she was worth and scream for help, but Peter's weirdo landlord had his weirdo music cranked up so high downstairs, there was no way he could hear her. But why wasn't anyone else coming? Was Peter the only tenet *in* this dumpster fire? Or was the sound of bangs and screams for help a common enough occurrence not to stir them?

God, Mary Jane was an *idiot*. If she'd just kept a better grip on her purse when Carnage had snatched her, she could be calling the Avengers right now. But noooooo, her purse was lying somewhere on the steps outside, practically begging some hobo to make off with it.

What about the window? Sure, there was slime on it, but if Mary Jane could smash through, she could scream for help at the streets below. With her new plan in mind, MJ snatched up one of the heavier boxes and tossed it right at the mixture of glass and symbiote droppings blocking her escape.

Sproing. *Thwack*. It promptly bounced right off the slime and smacked her square in the forehead.

"*Goddamn it!*" Oh, that was definitely leaving a bruise. So now she was missing tomorrow's photo shoot whether she made it out here alive or not.

The box had landed right-side-up, so very few of its contents had been spilled. That was better than it deserved. Mary Jane rubbed her forehead, then knelt to scowl at the perpetrator.

GWEN'S STUFF, read the box.

Mary Jane's knees hit hardwood. Her lungs were at it again. High, frenzied gasps escaped her lips as she fought to wrestle them back down. "I can't do this." She wiped her eyes on the back of her hand, hiding her face. As if there was anyone here to see it. "You had to know that. Why couldn't you have just let me-?" Her nails dug into her forehead. The fight with her lungs wasn't going in

Mary Jane's favor. "*It should've been me.* It should've been…" The words were overtaken by sobs. And the sobs, in turn, became tinged with bitter, bitter laughter. "I want to *be* you."

GWEN'S STUFF, the box still read.

Mary Jane shoved the words out of sight. *Thwack*. The next instant, the cardboard was on its side, and its contents were spilling out onto the ground. Great. What'd she done that for? Mary Jane's fingers had already been killing her, so now they were- *Wait.*

Her eyes went to the freshly-spilled pile of junk on the floor. What *was* this?

As far as he could tell, Kaine had forgot he existed, so Peter was really just along for the ride at this point. He was even smashing into walls every couple seconds, which wasn't doing his popped ribs any fav- *Ow*.

Eventually, Carnage-Kaine touched down in front of what appeared to be an abandoned, dilapidated Christian bookstore. He prowled inside, dragging Peter along with his tendril. Judging from the sheer amount of dust coating the walls, this place must've been another front for a secret Oscorp lab, same as the car body shop, police station, and fish market.

And sure enough, as soon as Kaine touched a panel in the wall, a bookshelf slid aside to reveal a hidden elevator. Can't beat the classics. Kaine didn't seem to have the patience for the elevator, though, and so he merely leaped down the shaft (The doors had already been ripped open. Peter could only imagine how *that* had happened). Naturally, Peter's head hit the shaft a couple dozen times as they fell. By the time Kaine landed, he was seeing stars. In fact, at first, Peter thought the sight at the front of the lab was one of them.

This place was even worse than all the other secret labs. Not only were wires and grime strewn about beneath the dim overhead lights, but so were a good half dozen S.H.I.E.L.D. agents – though they would've been totally unrecognizable beneath the dim overhead lights if not for the scraps of uniform bearing fractions of S.H.I.E.L.D.'s iconic eagle logo on them.

It was a wonder that microwave lasagna had stayed in Peter's stomach this long.

But he could barely make himself look at the poor bastards. No, the brunt of his attention was being commanded by a big, round, metallic pod resting against the back wall. Peter had seen one exactly like it when he'd confronted Jackal and Scarlet Spider beneath the car body shop – which, in retrospect, must've been Reilly's and Kaine's birthplaces. In fact, Kaine had probably been floating in there that whole time Spidey and Scarlet were fighting, and Peter hadn't even noticed.

This time, though, he couldn't tear his eyes away from the pod's contents. It was the silhouette of a girl painted pitch black against the pod's murky green liquid. She floated in place, arms sprawled out, hair creeping off her head like snakes.

Before Peter could even cry out, he found himself tossed aside. Wait, seriously? Kaine was gonna let Peter go free without so much as wrapping him in symbiote slime? Ha, there Kaine went being an idiot again. Obviously, Peter's spider-powers would return any second now, and then he'd fight his way out of… out of…

"*Agh.*" Peter had tried to pull himself to his feet, but soon enough, he'd returned to the lab's cold, slick floor. His left leg was killing him, and his right leg was in even worse shape – It'd gone totally numb. He clutched his thigh, teeth gritted. At this point, Peter was starting to wonder if the girl in the pod was a mere hallucination from the pain. No matter how hard Peter squinted, he couldn't get her to look any less blurry.

But right now, the only thing keeping Peter going was a mixture of insatiable curiosity and that creeping feeling that he already knew the answer to this question: “Who is she?”

Kaine had moved over to punch something into the keyboard of a massive computer at the pod’s side. His back faced Peter as he typed. “Oh, I was just growing myself a Carol Danvers sex slave- *It’s Gwen,* genius.”

“*You’re* the one who dug up her grave.” Peter was shocked he could form such a complex sentence, his head was pounding so hard. “You took her.”

“All I took,” said Kaine, his voice growing even more gravelly, “was a cluster of dead, rotting cells, which I happily returned to their resting place as soon as I was done with them.” He chuckled to himself. “No, Peter, Gwen is right here-” A pointer finger tapped the pod’s glass. “-and here.” Then it tapped the glass of the massive monitor looming over them. Onscreen was a photorealistic, three-dimensional model of a human brain revolving on its axis. “Formaldehyde and an airtight coffin aren’t the *best* means of preservation, but that fancy algorithm of Warren’s did wonders at reconstructing the decayed parts.” Kaine shrugged. “Sure, her memories might turn out a bit fuzzy, but her sense of humor, her first kiss, even her saxophone skills… everything that made Gwen *Gwen*… It’s all in there.”

With his computer inputs apparently done, Kaine strolled towards the pod, grinning that freaky symbiote-grin of his. “Like she never left.”

The moment the door was open, Mary Jane snatched up her purse and sprinted down the stairwell. She couldn’t believe her luck. Who’d have thought Gwen had something so *sweet* tucked away? Mary Jane had to get this to Peter. There was time. She could save him.

As she ran, Mary Jane powered on the little device in her hands. This wasn’t the gadget she’d used to escape, to be clear. It was a different doohickey she’d found in another box – the trusty spider-compass! Well, okay, it was basically just a modified GPS painted red and blue, but the important thing was that it could show her where Peter was. MJ could swear she’d caught a glimpse of spandex beneath his clothes when Kaine had hoisted them into the air, and if Peter had on a spare costume, that meant there was a special blue spider-tracer in the belt. Gwen had made sure to always include one after it’d saved Peter’s skin during the Kraven ordeal.

Once the spider-compass finally powered on, Mary Jane did indeed spot a little, circular icon of Spider-Man’s mask design. It seemed to be on the move from the Brooklyn Bridge to the heart of the city. Good, good, that meant Peter was still alive. Well, that or Kaine was dragging his corpse around, but Mary Jane was operating under the assumption that if she willed it hard enough, that option would remove itself from reality.

So all Mary Jane had to do was sprint for the parking lot, hop in her car, and hit the gas. And while one hand was on the wheel, the other would be on her phone. She’d call the Avengers, the Fantastic Four, the X-Men, even Flash. Anyone and everyone who could help. Just as soon as Mary Jane got in her-

MJ froze halfway through the parking lot. Dang it, that was right, her blue Mercedes-Benz was in the shop now.

…She’d have to take the red one.

Fine, so maybe Peter’s legs weren’t legging so good right now. So what? He could still take Carnage. He’d just, uh, drag himself over there with his arms and then… Oh god, Peter was

turning into a Monty Python sketch.

"I'm sure you've already thought all about clones and souls and afterlives and what have you, so I'll spare you that lecture." Kaine kept his back to Peter as he monologued. He seemed to be examining the glass, and whatever he was seeing in there left a note of content in his voice. Peter could guess why – Even without his glasses, he could tell the girl in the pod was starting to twitch. "But you see, big brother, when Gwen comes out of there, it won't be the same as with you, me, and Reilly. We Peter Parker clones happen to have the misfortune of existing at the same point in time as you, but this clone will be the *only* person with a claim to Gwen's identity. The only *living* person, at least." As he spoke, his arms folded behind his back. "After all, when you think about it, isn't everyone in the world *always* dying and getting replaced by a clone? When someone wakes up after a long night of dreamless sleep, couldn't they be said to be a clone of the person from the previous day? Will this really be any different?"

"I don't know." A growl was building in Peter's throat. "Maybe you *are* bringing her back, maybe you're not. But what I *do* know is that Gwen wouldn't have wanted it. Not like this." His eyes went to the S.H.I.E.L.D. agents smeared across the walls.

At this, Kaine was quiet a moment. "Well, then," he said softly, "it's a good thing I've already made the choice for her."

His body might not have been moving at its fastest right now, but Peter's brain was going at breakneck speed. Even if Kaine had gone to horrible lengths to make it happen, he *was* bringing Gwen back. And no matter how horrified Gwen would be at that, it wasn't *Peter's* fault. So if he could just stop Kaine somehow, then… then…

Peter could feel himself drifting off. *Not yet.* He forced his eyes open, sitting up. Though by "sitting up," he mostly meant "raising his head off the floor while he rested on his belly."

Alright, so at this point, it was pretty clear Peter wasn't about to get a second wind and mop the floor with Carnage. But if he couldn't solve this problem with his fists, maybe his words would do the trick? "Kaine-"

"*That's not my name anymore.*" For the first time, Kaine spun to face him. "Oscorp imposed it on me like they imposed everything else *about* me. But I'm free of them now." High, shaky laughter echoed off the walls.

"O-Okay," Peter said in the gentlest tone he could manage. "What'd you rather be called?"

"I was thinking…" A toothy smile stretched across Kaine's mask. "…Peter Parker."

Peter blinked. "Uh, that's kinda taken."

That only made Kaine's smirk wider. "Not for too much longer."

Okay, screw the gentleness. A scowl broke out over Peter's face.

"You're right, Pete, Gwen probably won't be happy with everything I've done here." Kaine's hand was forming into an ax again. "But if there's one thing we know about Gwen Stacy, it's that she loves Peter Parker. After all-" More laughs echoed off the walls. "-she was willing to die before her twenties just for a *taste* of her dream beau."

A second ago, Peter had been fighting to keep his head off the ground. Now… he didn't bother.

"So Gwen won't have much choice but to love me." Kaine took a lumbering step forward. "It's not like there'll be any *other* Peter Parkers left. Reilly, sure, but she can't be much harder to hunt

down than you were."

"Gwen… wouldn't…" Great, Peter's tongue was getting heavy, too.

"Wouldn't what? Love me?" Kaine's words were gaining speed. "Maybe not when I look like this, but-" In a blink, the symbiote morphed around him until it looked like his regular old Spidercide outfit. "-all I have to do is tell her that awful, evil Carnage murdered you, but *I* managed to save her from him. Wouldn't even be lying, technically. Oh, Gwen will be *devastated* at first, but I'll be *more than happy* to comfort her." Right as he was nearing Peter, Kaine halted his march to scratch his masked chin. "Kinda like what Mary Jane's doing with *you,* amiright?"

To this, Peter had no response.

"And then I'll be the *real* Peter Parker, and me and Gwen will be together, and everything will be back to the way it's supposed to be." Kaine's voice had grown downright frantic. It was almost enough to make Peter pity him.

Until he remembered that Kaine's plan here involved feeding Mary Jane to tigers.

"*Listen to me.*" Peter found his voice working again, though it was somewhat muffled by his cheek on the floor. "These aren't your thoughts, Kaine. The symbiote is-"

"The symbiote is giving me the strength to do what *you'd* never dare," Kaine snapped. "The moment it was born, it bonded with Cletus Kasady. The guy taught it everything he knew. And for all Cletus's quirks, he was right about one thing, Pete – The world is nothing but chaos. But poor, dumb Cletus handled it all wrong." He shook his head, a smirk forming back on his mask. "He relished in the chaos, but me?" A thumb pointed to Kaine's spider-logo. "I'm gonna fix things. *I* didn't kill Gwen – The world took her away from me. The world takes *everything* I love, and so-" Mid-sentence, his jaw ripped open, freeing the jagged teeth within. At this point, Peter was close enough to smell Carnage's rancid breath – a thick, coppery scent that made him recoil. "*-it must be punished.*" The beast's head reared back to roar at the ceiling.

Hoo boy, those were definitely not Kaine's words anymore.

"And Gwen will be the genesis of it all." Spittle flew from Carnage's mouth as he raved.

Peter's breath stopped. "Wh-What are you talking about?"

"I'm glad you asked." Carnage crouched on all fours to meet Peter's eyes. He flashed a grin. "See, as wonderful as Gwen Stacy is, I figured, so long as I was gonna clone her back to life and all, I might as well make some improvements."

Improvements? Oh lord, Peter felt faint. He wasn't sure that microwave lasagna was gonna last much longer…

"Warren's notes were a *big* help in that department," Carnage continued. "So now, thanks to my guiding hand… Gwen's gonna look *just as pretty as me.*" At these words, the symbiote-mask peeled back, revealing Kaine's beaming face. The bulging eye, the twisted, purple flesh…

The words burst out against Peter's will: "*You turned her into the friggin' Bride of Frankenstein?*"

"Oh, but it's so much more than her looks, Pete." Kaine shook his head, smiling to himself. "As it turns out, old Professor Warren was more ambitious than we gave him credit for – He had a contingency plan in place in case he ever died. Of course, Oscorp put a stop to it – Even Norman Osborn lacked Warren's vision – but I'm *un*-stopping it. Only now, instead of centering on Warren himself…" In one sweeping motion, Kaine gestured an arm at the pod. "…Project Carrion

will be all about the woman he loved."

Carrion? As in rotted flesh? Suddenly, Peter was *glad* his vision was too blurry to make out the pod's contents.

"Her skin will be the proud progenitor of the Carrion Virus," Kaine continued, "an airborne plague instantly lethal to all human life – and mutant life, of course. Diversity is our strength." A chuckle built in his throat. "All life except for clones, that is. Not only will Gwen be reunited with me…" The monster-face re-formed itself. "…but I'll have committed genocide on a scale Cletus could never have *imagined.*" The beast's head reared back once again, letting loose a mixture of shrill laughter and a triumphant roar.

Peter shouldn't have been surprised. He should've seen this coming, in fact. Should've known it'd only be a matter of time before Kaine went full-on supervillain.

"Wow, genocide." Peter's struggles to sit upright began anew. "Gwen's favorite thing ever."

"Oh, I don't think Gwen will take the epidemic *too* hard once she's hugging her mom and dad again." The confusion on Peter's face only made Kaine's smirk bigger. "Oh, did I not mention that? Soon as the plague's wiped out everyone else on Earth, there'll be nothing stopping me and Gwen from studying all the forbidden science and magic we could ever need to perfect the cloning process. Heck, we could even clone the Connors back to life to help out. Long-term goal, we'll crack the secret to reviving the dead no matter *how* long they've been in the ground." He shrugged. "Like I said, bro, Doctor Doom raises some solid points."

"Well, you've taken his style to heart, I'll give you that…"

"That's the difference between you and me, Peter." Now Carnage was prowling towards Peter again, and Peter couldn't help but notice his right hand was still an ax. "You *invite* Death into your life, your loved ones' lives, each time barely weaseling your way out her grasp. But me? I've figured out a way to *beat* her. Aunt May, Mary Jane… Anyone and everyone Gwen asks for, we'll revive." More laughter sprang from his malformed lips. "I'll see to it that *they're* always happy, but the rest of the world can go hang for all I care." He bowed his head, a distant look overtaking his gooey red eyes. "A planet rebuilt by the woman I love. No more supervillains, Big Men, Kingpins, scummy politicians…" His eyes narrowed to slits. "No one dies. Not ever again. It'll be heaven on Earth. Just picture it – Carnage and Carrion living happily ever after!"

"Yeah?" Peter's head raised itself again. "And what're you gonna do about aliens and stuff?"

"Eh, I'll iron out the kinks as I go."

"'Iron out the kinks?'" Peter repeated, eyebrow cocked. "Buddy, you murdered *S.H.I.E.L.D. agents*. How much longer do you think it's gonna be before that catches up to you? I hate to tell you this, but you've lost it."

"Ah, I knew we'd get to the 'you're insane' part eventually." Carnage merely laughed again. "Alright, we're done here. I'd have killed you already, but I had to drop everything to make sure Gwen was healthy. And, well…" He pulled himself to his full stature, ax blade held high. "…I guess I just wanted you to understand. That's the icing on the cake, y'know." The ax raised towards the ceiling. "After all this… you won't even get to see her one last time."

Peter made a last-ditch attempt to rise to his feet, but his legs didn't even come close to supporting his weight. His eyes shut. The world went dark.

"*Hey, asshole!*" But the darkness only lasted a moment before a voice broke through it. A high,

soft, somewhat raspy one.

"Whuh-?" Carnage spun towards the voice's owner right as Peter's eyes reopened.

Standing in the entryway to the elevator shaft, her chest heaving, her jacket and t-shirt drenched with sweat, was Mary Jane Watson.

"How did you-? No, wait, just realized I don't care." A red tendril shot towards her torso.

But before it could get near, Mary Jane jabbed out her wrists… and slammed her ring and middle fingers into them. *Th-Thwip*.

Webs shot forth. But they weren't like normal ones – Instead of gray, they were bright orange. And, uh, bigger difference, the moment they came into contact with the symbiote slime, there was a *crackle,* and then everything spontaneously combusted.

A piercing shriek reverberated through the lab as Carnage stumbled backwards, flailing blindly. The webbing, as webbing was ought to do, had stuck tight to him, meaning there was no escape from the flames eating up Carnage's gooey red body. In his blind panic, his ax hand even smashed into the computer terminal, causing the model of Gwen's brain to flicker out. Peter couldn't help but wince at that.

Huh. Turned out burning symbiote smelled a lot like barbecue.

"*MJ…?*" With help from a pair of well-toned arms, Peter's torso was lifted off the ground. "*Z'at really you?*"

"Yeah, and I got the cable burns to prove it." Mary Jane held out her palms a moment, letting him glimpse the nasty red marks covering them. "Least now I can check 'sliding down an elevator shaft' off my bucket list." She gave half a smile. "Sorry I didn't spring into action sooner – I was waiting for Kaine's monologue to finish. So did he have to practice it once he went full supervillain, or did it come natur-? *Hey, hey!*" Peter's head had started to return to the tile floor, but MJ quickly righted it. "It's okay, Tiger. Everything's gonna be okay. I got you."

Peter grunted as her hand dug into his armpit. "Cool web-shooters." He simpered. "You gotta tell me where you do your shopping."

"Did you know about these?" As she spoke, Mary Jane hurriedly unfastened her left wrist's shooter (which she'd been wearing outside her jacket sleeve, presumably to be hip and edgy). "They were with Gwen's stuff. She said she was gonna make something to help you fight the symbiotes, but then Reilly got hurt and I totally forgot about it… She must've been saving 'em for your birthday. She added, like, a chemical to your webs. It's *fire-webbing*." This time, MJ managed a full smile. "Even came with a note in perfect handwriting saying how to mix the fluid without burning the apartment down." With a click, the shooter snapped onto Peter's own wrist. "Here, I don't need both. Now let's ditch this dump. Maybe spray Kaine one more time for the road."

"MJ…" The words came out a bit more ragged and pitiful-sounding than Peter would've liked. "I can't feel my toes."

For the briefest of seconds, horror crossed her face, but even faster, Mary Jane's swagger returned. "No prob, I'll carry you. I got you into this mess, I can get you… out of… *nnngh.*" Her attempt at lifting ended with her joining him on the nice, hard ground. "Okay, no big deal, I can do this. Just gotta let the adrenaline rush kick in."

Peter couldn't help but notice her eyes kept flitting back to his right leg. Peter wasn't brave

enough to look for himself.

"Mary Jane-!" a voice rang out.

"*Oh, haven't had enough yet?*" Before Kaine could even get close to them, MJ's remaining web-shooter was in his face. "Choke on this, #%*$-breath!"

"Your quips need work," Peter deadpanned.

"*Wait, wait.*" Kaine sprang back, hands in the air. "It's off me. I'm free. You saved me, Mary Jane. You don't know what- what that was like." A shivered rocked his body. "That *thing* in my head. I thought I could control it, but… *I'd never hurt you, MJ-*" He started towards her, but that only got a warning shot sprayed at his feet.

As much as Kaine had failed to endear himself to Peter lately, he was still inclined to believe his brother. Kaine's toothy mask had vanished, leaving only his actual, slightly-less-freaky face. The rest of his Spidercide costume, meanwhile, had lost its gooey texture, and the gloves no longer ended in claws. Seemed that fancy suit Oscorp had given him was fireproof, though Kaine's hair, at least, was a touch singed.

"Okay, fine." MJ's web-shooter hadn't moved an inch. "It's a standoff, then. Now let's just stay where we are until S.H.I.E.L.D. gets here. I already called them."

"Don't point that at *me!*" Kaine snapped. "Now's you're chance to kill the symbiote. Hurry!"

It seemed he'd actually persuaded Mary Jane. Her eyes darted about the floor, searching for the slime. You'd think a flaming red puddle would be hard to miss, yet here they were. "Uh… where *is* the symb-?"

Midway through their search, MJ's eyes froze, and Peter couldn't help but follow them. The path of the pupils led him all the way back to… the gestation pod. The glass had been splattered with red. Red that was currently seeping its way through the pod's airtight seal, extinguishing its flames on the amniotic fluid within.

"*No.*" Peter fired his web-shooter, and MJ followed suit – Heck, even Kaine pitched in with his organic, non-flaming one. But all were too late. The symbiote was already inside.

Mary Jane's eyes were bulging almost as much as Kaine's always did. "What do w-?"

She was drowned out by a *boom*. And then another. And another. *Boom, boom, boom*.

Peter wet his throat. On sheer impulse, his mind raced for a quip. None came to mind. This situation wasn't particularly funny. Except in a cosmic sort of way.

With one last *boom,* the pod exploded, sending out a wave of shrapnel and amber liquid. A scream echoed through the laboratory, long and deafening. It was not unlike the roars Kaine had been making a minute ago, only higher.

A lumbering form stepped beneath the overhead light, banishing the shadows. Gone were the remnants of the Spidercide costume. Carnage looked identical now to when Cletus Kasady had been the host. Only now, Carnage was less "lanky" and more "lithe." Where a thin, bony body had once been, the creature now had almost an hourglass figure.

Carnage's fang-filled maw unhinged. She roared.

It was a sound that shook the whole chamber, and it left Mary Jane white as a sheet. Heck, it even

left *Kaine* white as a sheet. Peter could only imagine how his own face looked. *That sound*. Like nothing any creature from this earth could make. Something high and painful that passed clean through his flesh and bone, straight into the marrow.

"S-S-Stay calm." Mary Jane aimed a trembling web-shooter at the thing's face. "We'll get you out of there-"

"I wouldn't." Kaine grabbed her wrist. "That wacky alien biology's the only thing keeping the Carrion Virus at bay. Or so I assume, seeing as you two knuckleheads haven't keeled over yet."

"So whatta we do?" spoke up Peter, though the effort left him groaning. "Try and reason with her?"

Carnage lurched forward, prowling on all fours. She stared at the three for a minute, as if she was curious. A low hiss built in her throat.

"Be my guest," said Kaine.

He didn't give them much time to chat, though – The next second, he hauled Peter and MJ over each of his shoulders and ran for it. The sudden movement caused Carnage to roar one last time, then give chase. And since Kaine was holding the two butt-first, Peter and Mary Jane were treated to a lovely view of the monster sprinting after them on all fours.

"Get back!" The creature moved so fast, Mary Jane barely had time to spray a protective wall of fire-webbing across the floor. It was enough to make Carnage hesitate even before the stuff combusted.

But right as Kaine reached the elevator shaft, Carnage seemed to gather herself, then leaped right through the flames. She was left with fire tickling her shoulders, but that didn't stop her from resuming her chase, shrieking in pain all the while.

Peter's jaw dropped. *What?* But Carnage *hated* fire! How desperate to kill them must that thing have been?

By that point, though, Kaine had started sprinting up the elevator shaft. It was pitch black in here, save for the white rectangle up top where the doors had been torn off. The light at the end of the tunnel – or top of the chasm, in this case. But reassuring as that light was, Peter's head couldn't help but drift downwards. Carnage was sprinting after them on the opposite wall, still on all fours. By now, she was a mere meter beneath them. Close enough to smell the copper in her breath. Heaven above, hell below.

Right when they reached the top, a red tendril snagged Kaine's foot. He grunted in surprise, but at the very least he managed to toss Peter and MJ through the elevator's entrance right before he was dragged under. Peter's shoulder hit carpet, and then he rolled until he hit a bookshelf, the contents of which happily spilled themselves onto his head. Good, good, he was back in the Christian bookstore.

Bad, bad, there was blood everywhere. Oh, perfect, the thin coat of webbing on Peter's leg had burst from the impact.

But Peter didn't have time to worry about that. He had to check on Mary J- Oh, turned out Mary Jane had thought the same thing about him. She'd barely touched the carpet before she was on her feet and at his side. This time, she was successful at heaving him over her shoulder. Looked like that adrenaline rush had finally kicked in. Now what on earth could've caused *that?*

Shoom. The ground shook as Carnage climbed her way out the shaft. With a careless toss, she

sent Kaine into the far wall. Then, the moment her gooey white eyes spotted the other two, she roared again, even louder this time.

"C-C-Can you understand me?" Mary Jane's voice barely worked, it was shaking so bad. "It's us."

The creature paused, hunched over, blinking at the sunlight through the windows. She took a cautious step forward.

Thwip. Tendrils collided with Peter and MJ. But not red ones.

"Wha-?" Before they could give the slightest protest, they were yanked through a shattered window and sent zipping through the brisk Manhattan air above. Peter had enough time to hear Carnage roar in displeasure before his butt landed on something solid.

It was a helicopter, the kind that had a side hanging open so that any S.H.I.E.L.D. agents within could pose all dramatically in the winds. And the one currently doing the posing happened to be black and slimy.

"*Flash?*"

Venom's mask crawled back to reveal a concerned face. "I got your call, Red. You guys doing okay?" With a causal spray from the white square on the back of his hand, he sealed Peter's leg back.

"Yeah," said a dazed, breathless Mary Jane. "But- But you have to help her!" She nearly fell out the copter in her hurry to point out the howling red creature below. "Carnage brain-jacked her, a-a-and she's got some kind of Carrion Virus in her skin-"

"The *Carrion Virus?*" came a voice. All heads spun to the pilot's seat at the front of the cockpit, where the unmistakable barks of Nick Fury were emanating out the radio. "If half Warren's notes on it are true… *all units converge fire on the Kylntarian.*"

"*Wait, stop, what are you doing?*" Mary Jane's screams grew even more frantic, and hers weren't the only ones.

Down below, Carnage seemed to have spotted the half dozen S.H.I.E.L.D. copters hovering above the streets, and it also hadn't escaped her notice that every last one had aimed its turrets square at her face.

But before a single one could fire…

Thwap.

…something snagged Peter's foot.

"Pete!"

Peter had already been dragged halfway towards the creature when something else snagged his back – Agent Venom had responded in kind. Now he had red tendrils dragging him downwards and black tendrils dragging him upwards. He'd become the center of a symbiote tug of war.

The big, white eyes of Peter's mask snapped to the creature below. Carnage was staring right up at him, and her shrieks were only getting louder. Again and again, she made those sounds. Those… sounds…

Hold up. Usually, Carnage's slime was sharp to the touch, right? But all these tendrils tugging on Peter's right leg… They didn't hurt at all. She wasn't…

"*Wait, wait!*" Peter's voice had never gone so loud in his life. He actually made himself heard over the roar of symbiotes and helicopters. "*She's not trying to hurt anyone!*"

"*What?*" Mary Jane screamed back. The shape of her hair in the chopper's winds was a good reflection of Peter's mental state right now. "*Peter, we can't-*" She fired her shooter at the red tendrils, but all it did was click. Empty.

Carnage made that bone-rattling sound again, but this time, now that Peter was paying more attention… it sounded less like a roar and more like a wail. And when she made that noise, Carnage's mouth opened nice and wide, and, w-well, Peter knew he wasn't wearing his glasses, so his vision wasn't the best, especially when looking at something a couple feet below, but… there were tufts of blonde hair poking out from within Carnage's maw. And a wide, trembling, sea green eye. Peter had never been so sure of anything in his life.

"It's her." This time, his words were drowned by noise. "It's really her."

Carnage was winning the tug of war.

"*It's too late, Peter!*" Mary Jane cried out, even shriller this time. "*Please… you have to let go.*"

In midair, Peter twisted his shoulders until he was looking at the helicopter. Mary Jane was knelt over inside it, tugging at Venom's tendrils as if she could help reel Peter in. Then, slowly, Peter's attention moved from the girl in front of him to the one behind him.

By this point, Peter was mere feet away from the roaring, frantic Carnage. Now that he was close enough, the creature's face wasn't quite so blurry. There was indeed a human eye poking out of the slime where its throat ought to be. It wasn't wide or trembling, though – It looked serene.

Next, Peter's eyes went to the surrounding helicopters above. Already, missiles were flying in unison.

Peter's own eyes took one last look over the sea green one before shutting. "I'm sorry." Then he did something that, at this point, was second nature to him – He smashed his ring and middle fingers into his wrist. Instantly, there came the familiar sound of web-fluid squirting out. Followed by the sound of crackling and wailing.

Peter felt himself whoosh through the air, and when he finally reopened his eyes, Agent Venom was setting him down back inside the copter. Almost the moment Peter's sneaker touched the floor, the whole helicopter was rocked by a blast wave. Where the Christian bookstore had once stood in a sea of deserted shops and warehouses, there was now a fireball, a perfect mixture of smoke and heatwaves ballooning out like a kernel of molten popcorn. Peter's ears were left ringing.

Soon enough, though, the fireball dissipated and the ringing of Peter's eardrums was replaced by the scream of sirens. By then, everything in a ten-foot radius of the store was one big, black, lifeless crater. Peter hadn't looked for very long, though. He'd nearly blinded and deafened himself, his face was so tight against Mary Jane's shoulder.

Though Peter at least managed to catch a soft, inhuman voice emanate from Flash's mask: "*Goodbye, our child.*"

Peter didn't remember much after that. Well, S.H.I.E.L.D. had had to disinfect him, Mary Jane,

and the whole city block to make sure no trace of the virus had survived. Peter had been forced to strip naked on a Helicarrier and shower in scalding hot solvent, so that was pretty memorable. Oh, and Mary Jane's red Mercedez-Benz had been caught in the bookstore's explosion, too, so she got treated to yet another sessions of screaming at insurance agents.

Whatever remained of Warren's cloning research had been confiscated by S.H.I.E.L.D., Flash had told Peter. So that nothing like this would ever happen again. There'd been no hide or hair of Kaine, though, but even if he'd escaped in time, he was a clone, so there was no risk of him carrying the virus. Maybe Peter should've felt saddened at the loss of his baby brother. After all, so very little of this was Kaine's own fault. But that would require Peter to feel something in the first place.

Peter tried to roll over on his Baxter Building infirmary mattress, but the strain proved too great. The sedatives were wearing off, but truth be told, Peter hadn't been super lucid even before he'd been fed those.

Gradually, Peter came to realize that Dr. Richards was looming over him, flanked by Curt and Martha. Connors. The couple was in their usual lab coats while Richards wore his Mister Fantastic costume, which Peter could only describe as, uh, juxtaposing. Come to think of it, this was the first time he'd seen the country's top biogeneticist in the same room together as the country's top… everything else, so that was pretty cool. Peter could've done without the trio of scientists giving him such piteous looks, though.

"…did everything we could, Peter." It took Peter a second to realize Dr. Richards was talking to him. "But the damage Carnage inflicted on you… Well, it's entirely unlike what Reilly suffered." Richards took a breath. "Her injuries were largely focused on her internal organs, whereas yours center more on your…" He glanced away. "…nervous system."

"We believe, with physical therapy-" In spite of herself, Martha's voice broke. "-you'll walk again."

Peter had no reaction to the news. But the girl at his bedside sure did.

"*Oh, g-god…*" Mary Jane's arms threatened to suffocate him. "*I did this.*"

"*Hey, shh, that's not true.*" Peter's own hug wasn't quite as strong, but not for lack of trying.

"But, err…" Curt cleared his throat. "…on the subject of walking, there is the matter of your right crus." When Peter looked blank, he clarified, "Your lower leg."

Peter's lower leg? It did still feel numb, now that he thought about it, but he'd just figured that was from lying in bed so long. But naturally, the moment Doc Connors said that, Peter flung back his blanket to check on it.

But at that task, he failed – There wasn't anything there to check on. Peter blinked, then looked again. Yep. Still gone. His left leg was perfectly fine, poking out his hospital gown like normal. He could still wiggle his *left* toes. But the right leg… That one ended at the knee with a patch of scar tissue.

Was Peter *certain* his sedatives had worn off? Because this sure didn't *feel* like reality.

"We're so sorry, Peter." Martha brushed a hand through his bangs. "We tried to save it, but…"

"H-Hey, come on, it's good." Without even having to think about it, Peter put on his doofiest smile. "I mean, Flash'll be thrilled – He's even more like his idol than he thought, right?"

“Right.” Mary Jane smiled back at him, though it wavered somewhat once she wiped her eyes.

“Regrowing internal organs is one thing,” spoke up Curt, “but I can, err, tell you with authority that limbs are considerably more complicated.” His eyes flitted to the sleek, plastic fingers of his right hand.

“But the good news is-” Dr. Richards’ neck stretched until his head was blocking Curt’s. “-the Avengers have donated a StarkTech prosthesis. It’s extremely sophisticated, replicating the limb’s full articulation down to the toes.”

“And the imitation flesh is extremely convincing,” said Martha. “No one would even realize unless you chose to tell them.”

“And I can even mod the foot to adhere to walls,” Dr. Richards added enticingly.

Peter surprised himself with a full-on smile. “Is this the birth of Cyborg Spider-Man?” He laughed. That would be a good sign, except that usually, his laughs didn’t leave his throat so shaky. Or his eyes so damp.

At his words, Peter felt MJ’s arms shift over his torso.

“That brings us to our next point…” Curt swapped glances with his wife. “Spider-Man.” He took a breath. “Peter, the truth is, our gene cleanser is unable to destroy *all* non-human DNA.”

Martha gave a slow nod. “The way hand sanitizer only kills ninety-nine percent of germs.”

“Some of it will always remain dormant in you.” Wistfulness overtook Curt’s eyes. “A permanent scar. I believe this is how you survived on that bridge – Somehow, the extreme stress of the situation allowed you to will forth a hidden reserve of spider-strength.”

“Whoa.” Mary Jane whistled. “Metal.”

“And as you’ve… experienced, Morbius’s mutagenic venom had the ability to draw out this dormant DNA.” With his good hand, Curt reached into his coat. “I’ve created a serum that works on the same principal.” From within, he retrieved a familiar device – the injector he’d used to give himself the Lizard formula in the first place. A vial of bubbling blue liquid poked out of its holding slot. “Don’t worry, you wouldn’t become Man-Spider again. The dosage is much too small for that.”

Peter found himself sitting up on the mattress to stare at the device, though the layers of bandages around his torso left him a bit stiff. “And with my powers back… I’d heal way faster.”

“But there *is* a catch.” Curt held the injector away like Peter might try and snatch it. “Your healing factor isn’t anywhere near as powerful as Logan’s and Laura’s-”

“-which I’d be happy to replicate and mass-produce for the good of mankind if those two weren’t so touchy about being experimented on,” Dr. Richards muttered, folding his rubbery arms.

“-and, well…” Curt faltered. “…while you *are* an official Avenger now and not an illegal vigilante… if you continue your superhero career, there is a very real possibility that, over time, the strain on your body, your nervous system, will be too much to bear.” His eyes shut. “You might feel like your old self at first, but the more of these types of injuries you sustain, the more pain you’ll be facing down the road.”

Martha stepped forward. “This isn’t a healthy lifestyle, Peter, from a physical standpoint if nothing else. You could be *crippled* by your forties-” She caught herself, forcing a deep breath. “We’re

only reminding you that having these powers doesn't mean you have to use them or keep them. And to be perfectly honest, we're really not supposed to be dishing out mutagens to random people in the first place."

"Which means it's a good thing S.H.I.E.L.D. isn't actually aware you've lost your powers." With the slightest of smirks, Curt set the injector down on Peter's bedside stand. "We're just going to leave this here, and whatever ends up happening with it is out of our hands. You didn't get it from us."

It wasn't long afterwards that the trio of scientists excused themselves out the infirmary. Now it was just the teens, Peter sitting up in his bed, Mary Jane hunched over his side.

Slowly, she removed his arms from his neck. MJ needed them free so she could snatch up the injector from the bedside stand. For a wild second, Peter thought she was about to yank out the mutagen vial and go flush it down the washroom toilet – or even crazier, use it on herself.

But instead, Mary Jane set the device in Peter's palm. One by one, his fingers closed around it.

Renaissance Man

A twenty-pound sack of liquid cement slammed onto the counter.

“I’d like to make a purchase,” said the boy, pulling his hoodie tighter over his face.

On the counter’s opposite side, Bruce smiled at him. “Good to have you back, kid.”

Once the money had traded hands, the boy took his shopping bags and his sack and hauled it all towards the emporium’s exit. Mysteriously, he didn’t seem to struggle even the slightest bit with the weight.

“Because, y’know,” Bruce called after him, “when you stopped showing up, I was really worried you’d overdosed-”

“*I’m leaving now.*”

Peter’s apartment here was smaller than the entirety of Aunt May’s old basement, but he’d have to make do. He set his newly-bought supplies down, being careful to step over the stray bits of symbiote slime. They’d dried in place during his weeks in the hospital and had thus far proved resistant to Lysol spray. Peter hadn’t realized it was possible for this place to look *even more* like a serial killer’s hideout.

“*Here’s a dish! Just for you! Try a bite of his web-fondue. To hiiiiiiiiiim, life is a great big cuisine. Wherever there’s a crime scene, you’ll find the Spider-Chehhhhhhhh-f!*”

Peter was almost done with the next batch when the sound of the Itsy-Bitsy Spider hit his ears. He nearly dropped his eggbeater into the mixing bowl in the scramble to retrieve the phone from his pocket. As it turned out, the call was from Aunt May. There weren’t many other people who’d call specifically to make sure Peter was wearing enough layers. It was getting colder out, she said, and she doubted that rickety old apartment of his was properly insulated. Peter pointed out that *Captain America* had survived just fine in frigid conditions, but that didn’t seem to phase her.

“Yes, ma’am, I said sorry to Cap. Yes, and Dr. Richards. They understood. I was just, y’know, upset at everything that’d- that’d happened, and I was acting like a little sh- err, ingrate.” Peter paced the maze of boxes on the floor as he continued to stir his bowl. He’d actually gotten himself an apron to keep from getting web-fluid on his only good pants. “I decided I’m just gonna be a reserve Avenger, though. I’ll help out for ‘all hands on deck’ situations, but other than that, I wanna stay a friendly *neighborhood* Spider-Man.”

So to be clear, Peter *could* be living in Avengers Mansion right now, but, well, somehow, it didn’t seem as inviting anymore, he guessed. Especially when one of that mansion’s newest residents happened to be the Iron Patriot. Of course, Peter could also be staying in the guest room of a supermodel/actress’s condo, but he forced that thought back into the cold, damp recesses of his skull, never again to see the light of day.

“*Peter?*” May’s voice yanked him back to reality. “*Listen, dear, Mary Jane told me everything that happened w-with you losing your powers.*”

“Oh,” said Peter.

“*I never meant to prey on your guilt, to place all that burden on your shoulders. You’re not the only hero capable of inspiring people, Peter, and… you don’t have to do this forever.*”

Without really thinking about it, Peter set the mixing bowl on his bed, then touched his hand to his right calf. The imitation flesh really was convincing. Peter wouldn't have been able to tell the difference if it hadn't felt so numb. "I know, Aunt May."

"*You're a good man with or without the costume.*"

Eventually, the two said their goodbyes, and Peter hung up. With a sigh, he plopped down on the mattress, then forced himself to resume mixing.

Thwip. Thwip. Spider-Man stayed dead silent as he cut through the crisp night air. So long as he was testing out his new batch of web-fluid, he figured he might as well swing by Broadway. Spidey perched himself on the side of a building, where, on the street below, he caught a glimpse of Mary Jane walking to work.

…NO, he was NOT creeping on her. Spidey was simply on the lookout for that stray Velociraptor (whose existence had already become deeply ingrained in New Yorker folklore). He was only watching MJ's back.

She'd managed to beg her way out of being fired and blacklisted, but Mary Jane had at least been demoted back to the part of a Shiz student… meaning she was currently wearing a schoolgirl uniform. A schoolgirl uniform that happened to be a couple sizes too sm- *Nope, no dinosaurs in that alleyway. Spider-Man had better check another one now.*

Spider-Man sprang off the wall with a disarming amount of force. The robo-leg beneath his spandex would take some getting used to. The weight was all different, and when your whole gimmick was about acrobatics, that could really throw you off. Spidey was still breaking it in.

"I need something to kick," he said aloud.

"MWA HA HA HA HA! FLEE! FLEE, EARTHLINGS, FROM THE COSMIC CHAOS OF THE GREAT *MYSTERIO!*"

"That'll do."

One second, it'd been business as usual on the street below. The next, a cloud of pea green smoke had burst out of nowhere right in the middle of the sidewalk, and poking out of it was a shiny round fish bowl that was just *begging* a cyborg-foot to smash into it.

"*Gah!*" Before the crowd even had time to look mildly disoriented at his presence, Mysterio was sent hurtling into a street lamp. It left a nasty crack in his dome as he collapsed to the pavement.

"Ooh, that was a *nice* one." Spider-Man did a backflip as he landed before the gathering civilians. "So on a scale of one to ten, how much did that hurt next to all the *other* times I've smacked your fat head around? It's for science."

"*Fool!*" But Mysterio was back on his feet with surprising speed, his cape swishing in the fog. The new cracks on his dome actually made him a tad scarier. "No mere human can prevent Mysterio's spores from infesting every last Earthling in the vicinity!" He held out his palms with a swoosh of his arms. "But *these* spores won't merely sent you to your knees. Oh, no, these will send every last one of you spiraling for the rest of eternity into a world of *nightmares*. Horrible, maddening nightmares that your primitive Earthling brains can scarcely even *begin* to compreh-"

Bang. A sudden, ear-cracking noise left the crowd jolting and screaming – Spider-Man included. In fact, that sound got them screaming far louder than Mysterio ever had.

Speaking of old Bubblehead, he was now keeled over on the cement, clutching his kneecap as he shrieked and sobbed. “AAAAAAGH! SHE SHOT ME! THAT CRAZY BITCH SHOT ME!”

Spider-Man’s head snapped to the front of the crowd. Standing there, a smoking Glock in her hand, was Mary Jane.

“What?” She failed to meet his eyes. “He said he was gonna cast us into a nightmare world for eternity. It was self-defense.” With a click, she turned the safety back on and returned the weapon to its holster – which, as it turned out, was strapped to a legging beneath her short skirt. When Spidey continued to stare, she added, “I’ve got a concealed carry permit. There’s dinosaurs and junk running around here now. You think they’re not handing out concealed carry permits?”

Spider-Man sputtered for a while before finally getting out, “Jesus Christ, *it was just Mysterio.*”

“I resent that,” came a feeble voice from the pavement. “*Ow, ow, ow…*”

After that, of course, had come the flood of police officers to calm down the crowd, followed by the flood of news reporters to stir up the crowd. As it turned out, Mysterio’s fellow fugitives, Chameleon and Tinkerer, had already been rounded up, too. They’d been trying to rob some place while Mysterio provided the distraction.

“I *told you* to wear the Kevlar suit,” Tinkerer growled as the gang was led to a police van.

“And restrict Mysterio’s full range of motion?” Beck waved his handcuffed arms around to demonstrate the necessity.

Tinkerer, meanwhile, showed off the full range of motion of his pupils.

“Keep doing this as many times as you want, Beck,” said the somewhat grouchy-looking cop leading them away. “You’re only helping improve our robot-detectors…”

On the wall of the shop across from the scene, Spider-Man’s big, white eyes went wide. “Wait, but last time, didn’t you guys say you’d probe his-? Ohhhhh, you’re *sick,* Beck.”

And on that lovely note, Spidey’s attention returned to the redhead camped out directly beneath him.

From the sidewalk, her head cocked upwards. “You okay, Tiger? You’re not jelly I stole your glory, are you?”

“No, I just…” Beneath the mask, Peter let out a private sigh. “…hadn’t pegged you for the gun-slinging type.”

Mary Jane folded her arms. “Yeah, well, this city does things to you.”

“That won’t always be enough to save you, you know. What if it’d been Rhino or Scorpion?”

“I could always aim for their faces…”

“That’s not the point,” said Peter, his voice tightening. “What I’m saying is, if having a gun was all it took to handle things in this city, I wouldn’t be needed in the first place.”

“So what?” MJ shot back. “I’ll take every advantage I can get. Heck, why don’t *you* use guns?”

“You serious?” Peter scoffed. “With how much I jump around in my fights? Might as well wear a

black t-shirt with a skull, I'd be killing so many goons by accident."

"*Iron Man* can shoot bullets. In fact, come to think of it, why don't you get another Iron Spider suit from him?" Mary Jane glanced away to mutter, "Maybe then you won't be crippled by your forties…"

The longer he watched her face, the softer Peter's own got. This darn girl. How was he supposed to have an argument when he couldn't stay mad at her for more than half a minute? "Look, I appreciate the concern, MJ, but I've got too much self-respect to go through Stark's 'Training Wheels Protocol' again, and the Avengers don't want me going after Kingpin in the first place. Most of 'em didn't even believe me when I said he's Fisk."

"Fine, whatever, you do you." With that, Mary Jane seemed to give up slinked off towards the police cars. "I gotta go call my attorney. Pretty sure they passed a law saying it's okay to shoot supervillains…"

Peter watched her go until she'd vanished into the crowd. And for a good few minutes after that.

The raptor hunt was never-ending! The thing could be around literally any corner. Or even up here on this rooftop. Underneath this gargoyle. Where Spider-Man's favorite sulking spot happened to be.

Well, he'd creeped on Mary Jane on her way to work, so the Web-Head guessed it was only fitting he creeped on her on her way back home. Look at her down there. With his newly-restored twenty-twenty vision, Peter could see her face crystal clear. There was a big smile on it as she carried on chatting and laughing with one of her theater buddies.

She was miserable. And the saddest part was, Peter was the only one who knew how to tell. How to spot the ever-so-slight twitch of her eyes, how to listen for the far-too-perfect streams of giggles that spilled from her mouth. Her real laughter was more of a snort.

What if Peter came up with a new alter ego specifically for hanging out with MJ? That way, even if Kingpin found out Peter was Spider-Man, he wouldn't know about Peter's *other* secret identity? No, no, that was dumb. Clinging onto her last flimsy tie with Peter wouldn't do Mary Jane any good. Really, she'd put up with more than enough costumed weirdos for one lifet-

"Spider."

"Gah!" Spider-Man would've slipped right off his sulking spot if his hands, foot, and robot foot hadn't all been so sticky. "Felicia?"

Perched beneath the gargoyle parallel to his on this building's ledge was, indeed, the Black Cat. "Good to see you out and about again."

"Yeah? Wish I could say the same for you-" Spidey readied his web-shooters, but Cat hurriedly held something out for him.

"Don't get your tights in a twist, boyscout." In her claws was what appeared to be some sort of ID card, not unlike Spider-Man's own, except this one had swapped the "A" logo for an eagle one. "I'm only doing community service for S.H.I.E.L.D. They've got body cams all over me. I can't steal a thing. It's horrible."

"Hmm…" Spider-Man gave the card a skeptical scowl. "Could be faked."

"Would I lie to you?" Cat fluttered her eyelashes at him. "Don't answer that."

“What are you doing here, Felicia?”

At this, Black Cat took a breath. “Look, Spider, I know your mutant friend mind-wiped me, but I’m a smart girl – I could figure out who you are under that mask again if I really wanted to. But the truth is… I like you better this way.” She paused. “I’ve been following the news. I know everything that happened on that… that bridge.”

Peter couldn’t help but flinch. He wished she’d given him a warning before dropping the b-word like that.

“All those people saw you unmasked, and not a single one ratted you out.” Black Cat shook her head. “Wish *I* had such a loyal fanbase.”

Peter didn’t particularly feel like voicing this detail, but not *all* those people had exactly been left in a *position* to rat him out. Sure, the other superheroes had arrived to help shortly after Carnage-Kaine had hauled Peter off, but even superheroes can’t save everyone. Actually, that reminded Peter, he had another session with Leo in a couple hours.

“Point is, I know you’ve been through a lot, and I thought you could use a present. As a peace offering.” Without warning, Black Cat dug into the satchel on her hip, retrieved something, and tossed it at the Web-Head’s webbed head.

He caught it with one hand, then gave the thing an inspection. It was a box covered in gaudy wrapping paper, complete with a bow on top. His spider-sense failed to tingle, and so the Wall-Crawler set to work unwrapping his gift, even being careful not to lose the paper. He was no litterer.

Within the box was something that made him jolt – At first, he’d thought it was the symbiote, but upon closer inspection it turned out Spidey was just an idiot. This was merely a plain cloth recreation of the black Spider-Man suit, the version with the big, white spider-logo and no web-pattern.

“Haven’t seen you wear it in a while,” said Cat. “Figured you might need it replaced. Don’t worry, it’s one-size-fits-all.”

“Wow,” said Spider-Man. “Thanks.” He’d, um, have to explain the whole “alien symbiote” thing to her someday.

“It’s nice to have black as an option, isn’t it?” Black Cat’s eyes went to the street below. The one Spider-Man had been watching so intently right before she’d announced her presence. “In case you ever get tired of red.”

“In case you ever get *tired* of *Red?*” Mary Jane repeated.

Peter glanced away, scratching his scalp. “I’m, uh, pretty sure she said ‘red’ with a lowercase R.”

“*So did I.*”

“Right, right.” Somehow, Peter and MJ had ended up together on her couch, staring at her TV. As always, they made sure to keep the customary two cushions of space between each other at all times. “Anyways, I was thinking I could wear the red and blue during the day and the black at night. Or just whenever I’m trying to be stealthy-”

A scoff escaped MJ’s mouth. “You’re not actually gonna *trust* anything that hussy gives you, are

you?"

"W-Well, I had Forge check the suit, and he says it's bug-free." Peter shrugged. "And it's not like I'm in a position to turn down free swag, financially speaking…"

"Can't believe S.H.I.E.L.D.'s letting that klepto run loose." Mary Jane didn't seem to have heard him. "I'd better invest in a home security system." After a second, though, her eyes went to Peter's. "What? What's with that look?"

"Nothing." Peter glanced away. "I get it. You're not a Black Cat fan." God, his face could be so weird. Why was he having to fight down a smirk all of a sudden?

Anyways, with that particular topic expended, the two returned to staring at the TV a while.

"Sorry for missing your play tonight," Peter finally said. "Punctuality, uh, hasn't been my strong suit lately." His college professors could attest to that.

"No big deal." MJ slouched on the cushions, batting a hand at him. "You're busy. The world doesn't revolve around my head."

Speaking of heads, a big fat one had just appeared onscreen. Apparently, even after he'd won the election, Fisk had continued to subject the poor, helpless populace to his ads about cleaning up the city or whatever.

Mary Jane's eyes were glued to it. "I hear Spider-Man helped bust Kingpin's drug ring the other day," she said dully. "It was targeting little kids and everything, and the cops weren't doing a damn thing about it, so… so that was pretty awesome."

For just a second, Peter could swear he caught her eyes flitting to his right leg.

He forced himself to inhale. "Look." Then he forced himself to his feet. "I honestly only swung by to say sorry for missing the play. I shouldn't stay too long-"

Before either of them had even realized what was happening, nails dug into his arm. Peter found his gaze traveling to the redhead on the couch.

There she went looking like Gossamer again.

"MJ…" Peter wrenched his eyes away. "I don't want to go, either. I don't *want* to do *any* of this. It'd be so easy to just step aside and say, 'Not my problem.'" Slowly, they shut. "But if even one kid was saved because of me… because of the things only *I* could do…"

Peter couldn't vouch for the state of her face right now, but verbally, Mary Jane gave no response.

But the television did. "Gwen wouldn't want this."

Instantly, both heads snapped to it. At this point, the heartache surging through their chests was a Pavlovian response to that name.

Onscreen was a pretty-looking teenage girl Peter had never seen before in his life, least of all in Gwen's vicinity. "Gwen-doo-leen was, like, the greatest friend I ever had." The girl buried her eyes in her hand. "And she's gone now because this city's overrun with freaks." Over the girl's shoulder, the camera panned towards the Brooklyn Bridge in the distance. "And I know in my heart that what Gwen would want more than anything in the world is for all of us to give as much as we can to the Fisk Foundation so it can *fix* this city."

Right as the ad's sappy stock music reached a crescendo, a title card appeared over the footage: DONATE TO THE FISK FOUNDATION. FOR GWENDOLYN.

Not a single muscle moved in Mary Jane's living room until the sound of violins finally died down and was replaced with a commercial for Big Macs.

This time, it wasn't *Peter's* arm that Mary Jane's nails dug into. "Peter… so long as you're going after Fisk… so long as you and me won't… hang out anymore…" She met his eyes. Hers were narrow and quivering. "…promise me that you will *kick. His. Ass.*"

The smirk couldn't be restrained any longer. "*Fisk's* ass?" Peter gestured to the tip of his prosthesis. "I'm gonna need a bigger foot."

The door to the private office swung open, and a bald bounce castle in a white suit waddled its way inside. The glob of body fat with a man trapped inside seated itself at its desk, opened up a box of chow mein, and then made a bold attempt to operate chopsticks with its banana-sized fingers.

Without turning his head, the Kingpin said, "Can I help you?" His voice was soft, deep, and terrifyingly gentle.

Spider-Man took that as his cue to descend from the ceiling on a web-line. "Yes, I was looking for the food court. Figured you'd know the way by heart."

At the desk chair below, Kingpin's eyes went to one of the many cocoons dangling off the light fixtures. Most of them contained wriggling security guards.

Kingpin frowned at them, then raised an eyebrow to the Web-Head's nice new duds. "Back in black?"

Spidey halted himself about a foot from the desk, hanging upside down off his web in his classic frog-leg pose. "I'm mourning my partnership with DeWolff." He pointed a thumb at one of the cocoons. Instead of a measly little security guard, this one contained a full-fledged police captain. "Turns out she's crooked. Can you believe it?"

The black costume was pretty snazzy, actually. Not only did it sport the bigger white spider-logo, but Cat had even thought to add the white squares on the back of the hands like on Venom's updated look. And luckily, now that Venom had turned over a new leaf, Spider-Man didn't have to feel *quite* as skeevy about stealing his look. In fact, it made for a nice contrast with Kingpin's pearly white business suit. Really, though, the fact that that suit wasn't covered in grease and sauce stains was a small miracle. Spidey pitied Kingpin's tailor.

After the Web-Head's last remark, though, Kingpin ignored him and returned to his chopsticks.

"Hey, I'm *talking to you,*" Spidey snapped. "What's the matter, Willie? Got cake in your ears?"

"What are you trying to accomplish here, exactly?" Kingpin's eyes stayed fixed on his meal. "I assume Mr. Lincoln taught you how this works during his fleeting moment on the throne? Take down one crime lord and another pops up to replace him. There are *hundreds* of people in this borough *alone* waiting in line to be the 'Big Man.'"

"So enough to fill your refrigerator?"

At this, Kingpin sighed, then set his takeout on his desk. "Young man, do you know why I do what I do?"

“Well, my working theory’s that someone confused you for the Stay Puft Marshmallow Man one too many times, and you finally snapped.”

“Do you know why Tombstone was so easily able to replace Silvermane? Why *I* was so easily able to replace *him?*” Kingpin folded his fingers together, which was an impressive feat all things considered. “People *want* the world to be this way.”

“You sure you don’t have a better way to serve the public? How ’bout entertainment? You could hold down, like, ten seasons of The Biggest Loser single-handed.”

“The system our government established, the way our world is *supposed* to be, is irreparably flawed. What people need is a hierarchy.” The Kingpin’s eyes went narrow. “A means to know their place.”

A man stood before a penthouse window, his posture immaculate, overlooking the bustling city below. This place was every bit as ugly as before he’d left.

“Roderick, Roderick, Roderick, will you never change?” The man brought a bottle his nose, wafting in the scene of perfume. “Always designing the killer outfits… only to make twin brother Danny try them on.”

“What people truly desire is for men like me to direct their lives. They want rewards for doing as little as possible, and only *I* can provide that to them.” The Kingpin leaned back in his chair (which Spider-Man could only assume was made of adamantium). “Haven’t you wondered why your Avengers friends are so content to do nothing about me? To allow the feds, the FBI, handle things?” A chuckle swelled in his throat. It made him look like a frog. “And I have my fingers in those organizations as well, I assure you. You could record this entire, incriminating conversation as you did my predecessor’s, and it would amount to *nothing*.” A shameless, shameless smile crossed his face. “And that’s not mentioning the hand I’ll be having in Washington’s upcoming Superhuman Registration Act. Soon your hero friends won’t be able to act against me whether they want to or not.” That smile wasn’t getting any smaller. “But to your fellow superheroes, this is an acceptable status quo. Yes, there might be a couple robberies, a handful of children becoming addicts-”

“Mass famine every time your tummy rumbles?”

“*To them,*” Kingpin continued, his voice growing a note sharper, “it’s better than the alternative. At least the super-mercenaries are given some direction as opposed to random supervillains running amok. Order is always preferable to chaos.”

A curious thing had started to happen. Every morning, when Martin rose out of bed, when he lurched through the living room to prepare his morning coffee – the fuel that kept F.E.A.S.T. running – he would find himself stopping. Then he would turn to the Go board resting by the coffee table.

And every morning, a new black stone would be somehow placed upon it. And subsequently, Martin would kneel down, retrieve a white stone from the bowl, and place it onto the board with a soft *clack*.

It was a curious thing. And yet, somehow, Martin couldn’t get himself to really *think* about it. In fact, after a while, it felt like the most natural thing in the world.

“And you’re welcome to play this game with me if you wish.” Kingpin cocked his head at his masked buddy dangling before him. “In fact, I rather suspect *your* sense of purpose comes from fighting those you perceive as ‘evil.’ Deep down, you’re unsure if you’re a good person, but if you spend every moment of your life battling evil, that nagging voice goes away. So you see…” Here came his loudest chuckle yet. “…*you* want the world to be this way, too.”

Spider-Man almost laughed. “Dude, are *you* trying to psychoanalyze *me?* Yeah, sorry, that’s gonna be a bit tougher since I think about things other than cheeseburgers.” But in a blink, the laughter vanished, and his mask’s white eyes went narrow. “Has it occurred to you that maybe I’ve got *something else* ready and waiting to give my life meaning-” He held out an upside-down hand, gesturing at Kingpin’s… vastness. “-and the reason I want to beat you so bad’s because you’re *in the way?*”

There was a boy in the way of the road. He was just standing there, back turned, letting the wind kick dust and dirt right in his face. On his back was a black hoodie, which might quite possibly have been the absolute worst fashion choice conceivable for this particular locale.

There wasn’t another soul around for miles. Poor kid. The woman found herself pulling over beside him and rolling down her window.

His head turned at the approach of her silver SUV, but only for a second. Long enough to give the woman a fleeting glimpse of scarred, purple flesh and a bulging, veiny eye.

She fought down her gasp. “Where you headed?”

“Does it matter?” The boy’s voice matched his face. “Nowhere. Anywhere. Just so long as it’s not where I came from.” Where he came from, huh? Well, judging from that accent, that’d be in a northeasternly direction.

The woman gave a nod. “Same. If you’re trying to let go of the past, you came to the right secluded desert road.” She smiled to herself. “I’m headed into Houston.” A thumb pointed at her empty passenger seat. “Want a lift?”

The boy didn’t refuse.

As he climbed into the vehicle, careful all the while to keep his face beneath his hood, the woman said, “I’m Louise.” She was met with dead silence. “What about you? You got a name?”

She figured she’d be met with silence, but he surprised her. “Yeah. It’s Ben.”

The Kingpin didn’t seem particularly moved by Spider-Man’s words.

“In that case-” He lumbered to his feet. “-if you continue to pester me and my operations, do you know what I’m going to do to you?”

Horror crossed Spidey’s masked face. “*Eat me?*”

“I’m going to find out who you are under that mask-” As he spoke, Kingpin paced towards the back wall, arms folded behind his back. “-and I’m going to find out what… or *who…* gives your life meaning, and then I will see to it that this meaning is *stripped away* from you. And then, once you’ve become a broken, empty husk, I’ll have your body tossed into the gutter right next to Mr. Murdock’s. Now what, pray tell, are you going to do about *that?*”

Spider-Man was silent a moment. “I’m gonna teach you *and* that endless stream of wannabe Big Men that every last one of you should be very, *very* afraid of Spider-Man.”

Kingpin had reached his destination – a humble walking stick resting against the wall. A guy like Fisk needed it, Spidey supposed. And to be clear, Spider-Man meant “humble” in the sense that there was a big old diamond stud on the handle.

“Is that so?” said the Kingpin, reaching for his cane. “And why should any of us be afraid of *you?* Why should I fear a mere boy, spider-powers or not, when I have an army of super-mercenaries at my beck and all?” He straightened his pearly white suit. “Your luck against them won’t last forever, now will it? So how do you intent to stop me?” He cocked his head towards Spidey, expectant.

“Well,” said Spider-Man, “I could just wait and let the morbid obesity take care of it.”

A panting, sweaty Spider-Man collapsed onto a random rooftop, then turned, hand on his knees, to determine exactly how small Fisk Tower had become on the horizon. He- He was pretty sure he was a safe distance away now.

Kingpin’s cane shot laser beams. Spider-Man had not known that. He had not known that Kingpin’s cane shot laser beams. But it did. It shot laser beams. Real, actual laser beams. From the cane. It shot them.

Geez, though, what’d that guy been so ticked over? Had some kid woken him from his nap with a Pokéflute? He really needed some thicker skin (Okay, no, that was a lie, Fisk’s skin was more than thick enough already).

“That took guts, kid,” said a voice.

“What?” On impulse, Spider-Man spun around. On the patch of rooftop behind him, there was a sight that’d frankly become an integral part of Hell’s Kitchen here. “*Matt!*”

As it turned out, Daredevil wasn’t much of a hugger. “Keep it down.” He at least flashed a grin, though. “Faking deaths isn’t as easy as you’d think.”

“I- I thought-” But Daredevil’s lack of participation didn’t even remotely hinder Spidey’s own hugging involvement. “I am so, *so* sorry, Matt. God, I was such a tool to you. I never should’ve-”

“It’s alright, Peter.” Daredevil gave a respectful nod before slipping free of Spidey’s grasp. “I knew you weren’t *really* turning your back on me. After all…” A grappling hook / billy club thingamajig fired towards another building in the distance. “…I always know when someone’s lying.”

As soon as he was sure his little visitor wasn’t coming back anytime soon, the Kingpin returned the cane to its resting place against the back wall. Then he sat back down at his desk and, with a meaty finger turned on his a monitor.

Onscreen was the limp form of Spencer Smythe, lying belly-up within a frost-covered cylinder. Ah, excellent, the cryostasis was complete.

By the time the younger Smythe rolled his way into the office, the screen was off again. Young Alistair’s eyes skimmed the room, lingering a particularly long while on the various scorch marks now littering the office. His lips curled, but he said nothing. The guards flanking his wheelchair had a way of stifling sarcasm.

“You rang?” Alistair leaned back in his seat. “Oh, and before you get your hopes up, no, I don’t remember Spider-Man’s secret identity anymore.” He tapped his temple. “That bald mutie twat saw to it.”

“That’s quite alright, Mr. Smythe.” Kingpin nodded to him. “There are other ways you can help me. I hear, for instance, you have a gift for building Spider-Slayers?”

At these words, a smile crept over Alistair’s lips. “Fisk? I think this is the beginning of a beautiful friendship.”

The door exploded open, allowing a red-faced, sweaty, panting Peter into the lecture hall. It was a display that elicited giggles from his fellow students… but also a less amused reaction from the wrinkly, problem glasses-wearing, tenure-having monstrosity at the front of the room.

“Mr. Parker,” she said, “how nice of you to join us. Now get out.”

“B-Buh- But-”

“Our syllabus states that any student arriving more than fifteen minutes late is disrupting class time.” The professor nodded to the clock on the far wall. Peter was fifteen minutes and six seconds late, to be precise. “Disrupt my class again and I’m failing you.”

“Yes, ma’am…”

Peter trudged out the room, his forehead dragging the floor. Losing his leg to a murderous alien symbiote, he could bounce back from, but that teacher’s tongue-lashing had left him limping.

Sheesh. Maybe Peter would’ve been able to defend himself if he’d actually spoken to another human being in the past week. His vocal cords had rusted shut from disuse. He hadn’t even quipped at those crooks he webbed on the way here. Just hadn’t had it in him.

What Peter *ought* to do was return to his five-star apartment and use his newly-acquired free time to study. At least then he wouldn’t fall *too* far behind.

What Peter was *actually* gonna do was return to his five-star apartment and use his newly-acquired free time to stare at all the dried slime on his walls. Some of the alien gunk was starting to rot away. It was actually kind of nifty. Definitely a suitable replacement for social interaction.

“Pete?”

Just as Peter was almost to the bus stop, a voice turned his head. Hurrying towards him on the sidewalk was Eddie. The guy’s hair was a bit shaggier, but other than that he was the same as ever. Same white jacket with the black t-shirt and everything.

“I saw the news.” As Eddie neared Peter, he hesitated. “I just- I needed to tell you it’s my fault Carnage was born, and I’m sorry.” He glanced away, hands in his pockets. “I know I should’ve seen you in the hospital, but it was just… too hard.”

Peter bowed his head. His body was doing that thing where it became painfully aware of how cold and numb his right leg felt.

“And… I never should’ve acted… how I did… about…” Eddie’s next word took a concerted effort to form. “…Gwen.” He inhaled. “She wasn’t an idiot. She was capable of making her own choices, and even if I didn’t agree with all of them…” At this next part, he couldn’t even look

Peter in the face. "…whatever happiness it brought you guys, I'd never want to take away from you."

The speech ended in a pause. It took Peter a second to realize why.

"H-Hey, it's cool. We're even." His voice worked better than expected. "Come on, let's not beat ourselves up anymore. We've done enough of that to last a couple dozen lifetimes."

Eddie gave the faintest of smiles. "You, uh, remember I'm Catholic, right?"

Peter responded in kind. "Oh yeah, never mind then, bring on the self-flagellation. Here, I'll even hold the whip."

"Aww, thanks. I always could count on you."

A hand patted Eddie's shoulder. "That's what brothers are for."

This stupid doorbell never had been fixed, meaning Mary Jane had to hold all the shopping bags with one hand as she knocked.

Just as her fingers were threatening to fall off, the door swung open, and a big, hairy man in a sweaty white undershirt stared at her. Mary Jane almost flinched – He'd lost so much weight, she'd thought he was a different person at first.

"Dad." MJ was impressed her voice even worked. "I- I, uh-" Okay, maybe she'd spoken too soon. "I got you some stuff." She held out the bags. "Diapers and baby food, mostly. Not for you. F-For Gayle, I mean."

He stared at them.

"*Well.*" MJ let them fall to the welcome mat. "I'd better get going. Places to be-" She turned back for her newly-repaired blue Benz in the Forest Hills roundabout.

"Mary." A voice froze her solid. "This is- You're-" Of all the ways this talk could've gone, Mary Jane wouldn't have put money on the man breaking down at the sight of her. "This is better than I deserve," he managed, shoulders heaving. "Thank you." The snot trickled down unimpeded. "You're a good woman, Mary."

"*Well, I don't know if I believe that's true.*"

The singer's arm stretched across the stage-

"*But I know I'm who I am today-"*

-to reach for the girl across from her.

"*-because I knew you.*

Like a comet pulled from orbit,

As it passes a sun."

Backstage, Mary Jane lurked alongside her fellow background extras, squirming to make out the scene through the curtains.

"*Like a stream that meets a boulder,*

Halfway through the wood.

Who can say if I've been changed for the better?"

In her struggle, Mary Jane's hand ended up brushing the holster on her hip. It sent a shudder through her back.

"*But… because I knew you…*

I have been changed…"

"Hey. I, uh, had some free time. Thought I'd swing by. Heh. Get it? Swing? See what I did there…?" Silence. "I don't know what to do. I thought I was doing the right thing, but now it doesn't… *feel* like the right thing. But *you* used to have a normal life, and then I dragged you into my wacky world, and… I can't let that happen again, right? Should be so easy. But… I can't stop thinking about what *you* would want for me. For her. And I guess if I had to pick between what I think's best and what you'd think's best… I mean… you always did know your stuff." A shaky laugh. Then another pause. "Speaking of what you'd want, I gave most of your clothes and whatnot to charity, by the way. Probably should've done that sooner."

Time passed. A lot of it.

"I gotta go. I'm getting grass on my butt. Oh yeah, guess they replaced all the grass and flowers. It looks good. The headstone's even nicer than the last one…" There came one final, lingering silence. "W-Well, anyways, bye. I unironically love you."

Jesus, this mattress was lumpy. Did Peter really sleep on this every night? Mary Jane was gonna have to lend him some new cushions, at least. Peter's spine had had a bridge dropped on it – It needed all the help it could get.

Mary Jane didn't know how long she sat there, waiting. Even if there was a clock in here, it'd no doubt been covered by dried up alien slime. Eventually, though, the door opened, Peter entered the apartment, and then he got that deer-in-headlights look that any teenage boy would get upon discovering a supermodel sitting on his bed.

"Sorry to sneak up on you," Mary Jane said. "You weren't answering your phone, and you gave me those spare keys, remember?"

"Only for emergencies." After a moment's hesitation, Peter shut the door behind them. Privacy was a valuable resource in Ditkovich's lair. "Uh… *Is* this an emergency?"

Mary Jane's eyes stayed fixed on the mattress. "Just an emotional one."

She didn't have to look up to know those sad brown eyes were boring into her.

"I never said sorry for the gene cleanser bullcrap." Mary Jane took a breath, but it did little to steady the shaking. "You know I never meant for… for…" Despite her best efforts, she glanced at his right leg. "I just wanted you to feel some *relief*." A kind of sneezing laugh escaped her lips. "I've got a funny way of being really sweet and really selfish all at the same time. My therapist says I gotta work on that." She paused for a reply.

And then she flinched – Peter had just taken a slow step forward. "MJ… I know you didn't think

it all through, and it wasn't fair of me to put *my* morals on your shoulders, but slipping me those drinks was one of the *nicest things* anyone's ever *done* for me. You have no idea how much I wish I hadn't caught on. But…" He faltered. "…take it from me, keeping secrets can drive you crazy. I wouldn't have wanted you to live with that."

The best response Mary Jane could manage was a nod.

"Truth is, I've thought about ditching my powers, too, since, like, superhero day one." Peter didn't continue until she'd met his eyes. "But Spidey's not a disease that needs a cure, and he's more than just a random bug bite. No matter what happens." But they didn't stay met for long. "I know that doesn't make me the best guy to be around."

It was his turn to flinch – at the sound of snorting laughter.

"You think I don't want to be *around* you? Peter, you're the greatest human being on the planet. When I'm with you-" Actually, on second thought, it wasn't *quite* laughter. "-I'm a different person, and for the first time in my life, I actually like myself." The words surprised Mary Jane. Not just the fact that they were coming out her mouth, but how *easily* they did. "And I don't want to stop being that person. Ever."

For a while, the only sound in the apartment was the gentle sniffling from the mattress.

"Mary Jane," spoke a soft, steady voice, "I will *always* be your friend. I promise you that. But-"

The rest of the sentence was drowned by sirens. The longer the two teens remained in place, the louder the wails grew in the distance.

No words needed speaking. Mary Jane simply nodded, then watched as Peter tugged off his jacket and sweatpants, freeing the red and blue spandex beneath. Then, not without some amount of reluctance, Peter retrieved the mask from his belt and slipped it over his face.

Spider-Man turned for the apartment's big, wide-open window. Mary Jane could've pointed out the gigantic grass stain on his butt, but she didn't want to kill the moment.

"I've gotta go," said Spider-Man. "It's probably another of Kingpin's gangs. He'll be beyond ticked at me for sticking my nose in again. But…" He glanced back. It was hard to judge his mood behind those round, white eyes, but Mary Jane liked to think he was happy, bordering on smarmy. How she liked him. "…from now on, let's not make each other's decisions, okay?"

"Okay," said Mary Jane.

"Whether or not you're here when I get back… That's up to you." Without another word, Spider-Man slipped outside.

Thwip. Then, on the opposite building, a red and blue figure sprinted up the wall, flipped over the rooftop, and yanked itself to the other side on a line of webbing. The momentum sent him flying into the setting sun until, at the top of his arc, he released the line, tumbling through midair for a gut-wrenching second before firing a fresh one to begin the process anew. This went on for a while until, eventually, the figure slipped through the empty space of a fire escape, then landed on the roof of a cop car for a second before bouncing off, firing another web, and finally rounding a corner and vanishing from sight.

Mary Jane could only smile and shake her head. Typical.

"Go get 'em, Tiger."

Spider-Man was created by Stan Lee and Steve Ditko.

The Spectacular Spider-Man cartoon was developed by Greg Weisman and Victor Cook.

This story also draws heavy inspiration from the works of Sam Raimi, Brian Michael Bendis, J. Michael Straczynski, Gerry Conway, and countless other creators who have contributed to the Spider-Man mythos.

Thank you to all the people who have provided feedback and helped me to improve the quality of my writing. Constructive criticism is always welcome and encouraged.

Thanks for reading! Now goodbye forever!

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…WAIT, where are you going, Marvelite? You can't leave this smashin' story before you've read the excellent, epitomous, excelsiorific EPILOGUE, can you?

Postgraduate Education

Chapter Notes

See the end of the chapter for notes

A car rolled into the Midtown High parking lot, then gradually came to a halt. If you were have to really, really examined it, squinting at all the white scratches and chipped, faded blue paint, you just might have been able to picture the sports car in its prime.

The same general idea applied to its driver. He undid his seat belt with trembling, wrinkled fingers, and he was about to hobble his way out, but his passenger stopped him with a hand on his knee.

"Can- Can you wait here a minute, Dad?" Beneath the girl's short, scraggly hair and reddened cheeks was a not-completely unabashed smile. "Just lemme go in by myself…"

Her dad arched a gray-streaked eyebrow at her. "What? I walk too fast for ya?" He knelt to retrieve something from the floorboard – a humble wooden cane.

"No, it's just… Come on." The girl leaned in, then said in a horrified whisper, "I can't be seen walking in with a *teacher*. It's weiiiiiirrrrrd."

"Hey!" Her dad held up his hands, innocent. "I'm just coming here to do criminology lectures. That doesn't make me one of *them*." The remark left a goofy grin on his face.

His daughter failed to match the expression, though. "Oh yeah, and Dad?" She brought her hands together in prayer. "Please don't tell any of your awful jokes in class."

"Oh, honey-" The man's face grew solemn. "-of course not… I'll only tell the *good* ones."

"*Daaaaaad.*" The girl was fixing to continue protesting, but she was cut short by a figure crossing the pavement towards them. "*Wait, Cassie's here.*" The next instant, the girl's seat belt was off her, and she was slamming the door behind her as she rushed to greet the approaching blonde.

Her dad was tempted to climb out himself and say hi, but his daughter looked like she was in enough agony already. It was tough to make out the conversation from inside the car, but her dad got the impression she was scrambling to impress this girl.

Geez, of all the people she could pick as her best friend… Cassie was clearly the short skirts and knee-high boots type, whereas his daughter thought mauve-colored t-shirts were too girly. Seriously, did those two have *anything* in common?

…Anything his daughter was actually supposed to be *aware of,* he meant?

Her dad found himself frowning. Right before the two girls could hurry off to join their fellow juniors, his car window rolled down. "Have a good day at school." His voice froze the girl in her tracks. "Love you, May."

Okay, he was seriously worried she'd burst into flames on the spot. "Y-You, too, Dad." She and Cassie hurried off before he could further humiliate her.

But even once she'd left, her dad kept the window down. No matter many years had been piled on him, his hearing was sharp as ever. Yep. It hadn't started to go, not even a little bit. It was just as good as it'd been in his prime. Definitely. Well… more or less, anyways. It was at least good

enough to catch snatches of a hushed conversation:

"*Mayday? Did you get the-?*"

"*Shh! Yeah, they're in my backpack.*"

"*Nice.*"

The rest of the talk was indecipherable – The girls had gotten too far away.

Back inside the car, the man gave his goatee a scratch.

The *plink, plink, plink* of a cane echoed through the Forest Hills roundabout. It only grew more frequent as it traveled to the welcome mat of a well-loved (i.e. somewhat shabby) house. The plinks reached a crescendo as they entered the house's kitchen, stopping only when a bottle of painkillers was cracked open and half its contents were swallowed.

With that done, the man was able to set his cane down and take some unaided, albeit wobbly, steps into his living room. A woman was waiting in there, slouched over on the armchair. All these years later, and the sight of her still left the man's heart beating faster. And he wasn't being biased, either – May's mom had dropped by her school once when she'd forgot her lunch, and to this day, boys *still* kept asking to come over to her house.

At first, the woman's eyes had been fixed on the TV (or *monitor,* as May was so fond of correcting her dad with a roll of her eyes. He sounded like an old person, apparently). Onscreen was a livestream of Oscorp Tower. Looked like that historic press conference held by superhero power couple Iron Patriot and Firestar had already begun.

The camera panned towards a podium at the building's front entrance. Harry stood there with an arm around his wife's spandex-covered waist, his suit's helmet rolled back. "…since the time of my father," Harry was saying. "No, since before that… since the forties, even… this company has been run by criminals. It has abused its powers and put the American people in danger, all in the name of profit. Of control." To be honest, the reparative surgery had left his face just as shudder-inducing as before. Back in high school, it'd been rounded like his mom's. Now it was sharp as a dagger. "And as much as I've tried to repair that damage, I've finally realized that some scars can't be fixed. And so I've decided that my family's name is not one worth honoring." Harry bowed his head. "From this day on, this company will instead take after the maiden name of my wonderful wife: Allan." He held her tighter. "We are here today to christen a new company, one committed to serving the public good. We are here to christen *Alchemax Industries.*"

The crowd's applause was silenced – The woman in the armchair had hit mute on the remote. She looked up at her husband's approach. "Oh, hey. I wasn't slacking off. I was just, uh, mustering my strength. Gotta pick Annie and Benjy up from daycare in, like, ten minutes. The other kids there are little *monsters,* every last one of 'em." She waved an arm at him, groaning.

The man couldn't help but smile. She always *had* had a flair for the dramatic.

But the smile was short-lived. The man stayed silent as he strolled towards the bookshelf. Resting on it were rows upon rows of photos. The man skimmed them, left to right. First the ones with the brown-haired boy. To the left were pics of him as a grinning dork with Harry Potter glasses and a godawful haircut, clutching a microscope in his hands as his aunt and uncle loomed proudly behind him. Then there were the pictures where he was a lithe, muscular, rugged guy with a stubbly chin and a DreamWorks face. To the extreme far right, meanwhile, were pics of an older, scar-covered guy hobbled over a cane, posing alongside his fellow forensic scientists in the office.

He wasn't older as in "elderly," mind you. In fact, in some of those pictures with his cane, he was barely even middle-aged.

The pictures of his wife, meanwhile, underwent a considerably more graceful transformation. She went from looking "hot" to possessing more of a weighty, poignant beauty, like a landscape. The kind of beauty you could gaze at for hours and always discover more details to appreciate. Her final pic was that family photo they'd taken last Christmas alongside Gayle's half of the family. It'd been the fruit of hours of labor. Well, Annie's eyes were off-camera and her tongue was visible through her smile, but that was about as good as it got with her.

Next, the man's eyes lingered on the pictures of a white-haired woman. With every photograph, she grew thinner and frailer. In her final one, she was sitting up in a hospital bed, holding baby May in her arms. On the woman's face was the biggest grin ever captured on camera.

Finally, the man looked to the pictures of the blonde girl in the glasses. She looked the same in every one.

"You okay?" A hand touched his arm from behind.

"Yeah," said the man. "Just spacing out."

"Where's May?"

"She asked to stay at the Langs'."

"*Again?* I swear to God, if it turns out she and Cassie are lesbians-"

"Not all roads lead to romance, you know." Her husband glanced back to smirk at her.

"Yeah, well, I'm not putting anything past 'em." His wife folded her arms. "I mean, just look at half the crap *we* got up to as teens…"

"That's not *exactly* what I'm worried about." The man looked away again. "It's just…" He sighed. "…I wish we hadn't had to make her quit basketball. That was basically her life."

His wife sighed in turn. "Yeah, I know, but we both saw it. She was just… too good." She paused. "We could talk to her about those all-mutant teams-"

"I know, I know, but it'd be weird now." Stupid X-Men. You get one little, newfangled procedure to keep your son from getting powers, and suddenly they're all *judgy* with you. "But, I mean, don't you think it's odd that she's suddenly BFFs with *Lang's* daughter? What if the guy's, y'know…" The man couldn't help but wince. "…influencing her?"

At this, his wife's arms wrapped around her. "She's sixteen. I know it's scary, but she *is* capable of thinking for herself now. We can't trap her in our echo chamber." She paused. "I mean, we *can,* but then she'll just rebel twice as hard. Trust me." Her lips were drawing nearer. They hadn't gotten even the slightest bit less enticing. "She's gotta leave the nest sometime."

Toughened, chapped lips moved to meet the soft, firm ones. For a couple seconds, they went at it like they were still teens – Tongue was even brought into the equation – but right as things were getting *really* teenagery, the man pulled away.

"What's the matter, Tiger?" asked a breathy voice. "Don't tell me you're not… *up* to the occasion?"

"Don't you have some cubs to get, Cougar?" The word earned the man's head a swat.

“Ooh, convenient excuse.” His wife gave one last playful jeer before waltzing out the living room, her waist-length hair trailing behind.

“Hey, it’s my *leg* that’s missing,” the man called after her, holding out his prosthesis. “The rest of me works just fine.”

“I’m gonna need some more evidence of that…”

“Oh, I’ll get you *empirical* evidence.”

As soon as the woman was gone, the man turned back to the shelf, laughing. It died down, though, as his eyes returned to one of the many framed pictures of the blonde girl. The man touched its glass.

Then, slowly, he fished a wallet from his dress pants. Out of it, he received a tiny silver key. With key in hand, the man hobbled over to his personal desk in the corner of the room. Into the bottom drawer, the key was inserted. It popped open to reveal… nothing. Absolutely nothing.

“Uh… MJ?” Suddenly, the man was scrambling to catch her on her way out the door. “You didn’t happen to move my web-shooters, did you?”

“Mwah ha ha ha ha ha… ah ha ha ha ha ha ha haaaaa…” Laughter echoed down the bustling Manhattan street corner. “For too long, you have been a thorn in my side, but now, at long last, you are right where I want you, Spider-Girl, trapped in the clutches of CRAZY EIGHT!”

Out of the shadows stepped a scrawny, cackling dude in skintight black spandex… with a gigantic eight-ball for a head.

On the road’s opposite side, girl sat perched perched on a flag pole. She swapped glances with the Barbie-sized girl hovering beside her. As much snark-bait as the master supervillain here was, though, the girl wearing skintight red and blue spandex with a spider-logo spanning her chest wasn’t *quite* one to throw stones.

“Ooh, I love these things!” Throwing punches was fine, though. “Tell me, tell me, will I ever hook up with Brad?” *Crack.* The eight-ball was sent bouncing across the pavement, taking its wearer with it.

“*Gah-!*”

“Is that a ‘Yes, definitely?’” Spider-Girl was just raising her fist for another blow when the tune of Little Miss Muffet sounded from her hip. “Oop, one sec.” She yanked her phone from her utility belt, checking the caller ID. “Sorry, I gotta take this.” With a beep, she held it to her spandex-covered ear.

She was met with a deep, calm, bone-chilling voice: “*May Gwendolyn Parker.*”

“Hoo boy.” Instantly, Spider-Girl held the phone away so she could whisper, “*Middle name.*”

Above her shoulder, Stinger winced (Stinger being the Barbie-sized girl in the purple Ant-Man suit fitted with Wasp wings).

Spidey returned to her phone. “*Daddy,* hi! Me and Cassie were just studying-”

“When I said your Aunt Reilly’s old costume went missing, you *promised me* you had no idea what I was talking about.”

“Costume?” Spider-Girl said in her most sugary voice. “Is *that* what it was? Why would she need a costume? Did she used to cosplay or someth-?”

“*Don’t you play dumb with me. I never should’ve let you spend so much time with Lang-*”

“For the *millionth time,* Cassie’s dad is *not* teaching me to steal.” Only how to pick locks. “Daddy, please, you’re being paran-”

Thwip. Mid-conversation, Crazy Eight had gotten back on his feet and tried to lob one of his exploding pool balls at them, so Spider-Girl had been forced to web his hand to the far wall.

“*WAS THAT A THWIP, YOUNG LADY?*”

“Uhhhh, did you say something, Dad? Sorry, I’m losing you. Must’ve forgot to charge my phone.”

“Charge your-? IT’S THE *TWENTY-FORTIES*. PHONE BATTERIES LAST LONGER THAN HUMAN LIFESPANS.”

“Y-Yeah, but I just use it *so much,* y’know?” Spider-Girl gave a not-at-all jittery chuckle.

“*How could you do this to your mother, May? Hasn’t she been through enough already?*”

No reply.

“*Answer me!*”

“Um, um, uhhhhh…” Spidey scrambled for words. “With great power comes great responsibility?”

“*Responsibility?! We can’t even get you to take out the trash half the time!*”

“Hey, actually, I think my phone’s dying right this second. I gotta go, Daddy. Love you, bye-”

“*Don’t you dare hang up on-*” *Boop*.

“Sorry ’bout that. Now where were we?” The Web-Head’s attention returned to the battlefield, only to discover Stinger frowning at her. “What?”

“I don’t know.” Stinger fluttered away, back turned. “I didn’t mean to get you grounded or anything. It’s just… my dad stole a super-suit, and it worked out pretty well for *him*…”

“Yeah, now he’s, like, the only Ant-Man anyone even remembers.” As she spoke, Spider-Girl strolled towards Crazy Eight, spraying him with more webbing to prevent further shenanigans. “But, I mean, c’mon…” Judging from that sound in the distance, the cops were on their way. “… this is worth all the groundings in the world.” She aimed towards a faroff building with a web-shooter (which, by the way, looked way cooler on the outside of her sleeves. Her had totally missed out all those years).

“Heh. Yeah.” Stinger’s smile returned. “And it's not even the best part.”

Even with the mask hiding her face, Spider-Girl looked radiant. “There’s something better?”

Spider-Girl was created by Tom DeFalco and Ron Frenz.

Chapter End Notes

Next Up: The complete story timeline!

Timeline

SPOILER WARNING: This timeline spoils basically everything. Don't read it until you've finished the entire story.

The Multiverse:

According to *The Official Handbook of the Marvel Universe A to Z Volume 4*, the *Spectacular Spider-Man* cartoon takes place in the canonical Marvel Multiverse on Earth-26496 (No, I haven't actually read the handbook. I just checked Marvel Wiki like a sane person). However, as of right now, the show exists in a legal limbo because Sony and Disney/Marvel don't want to play nice with each other, and so Earth-26496 isn't actually allowed to appear ever again, which is why that version of Spider-Man didn't show up in the Spider-Verse comics (which… might be a blessing in disguise).

So to explain this, in chapter 94, I had Mister Fantastic specify that Dimension-26496 has been "closed off" from the rest of the Multiverse somehow, meaning it's unaffected by multiverse-spanning threats such as the Inheritors (from the Spider-Verse comics) and the incursions (from the 2015 Secret Wars comics). That way I don't have to worry about Dan Slott barging in and killing all my favorite characters…

Canon:

There's always the ever-so-slight chance that Disney will buy Sony and allow the show's creators to make an official Spec Spidey sequel comic or something, but I'm not holding my breath, hence the, y'know, 580,000 word sequel fanfic I just spent the last three years working on. Greg Weisman's basically said that an official sequel's never gonna happen and the fans are welcome to fill in the blanks however they like, so I can go crazy writing a fanfic where Peter, Gwen, and MJ have hot threesomes and whatever else my black little heart desires, and no official canon's ever gonna contradict me on it.

But I have still tried to keep faithful to the show's continuity due to the great love and respect I have for it and its creators. On the other hand, though, I don't consider this fic beholden to whatever the show's creators actually had planned for season 3 and onward. For example, on his "Ask Greg Weisman" forum site thingy, Greg said that after the last episode, the whole world knew that Norman was the Green Goblin, whereas in my version, only a select few people knew the truth up until Norman's return. That just makes more sense for the story I wanted to tell.

Also, remember that even though the show ran from 2008-2009, I slid the timeline up to 2014-2015. I just, err, really wanted to make current pop culture references.

Another thing to keep in mind is that while at first I was trying to keep this story's tone at least mostly in line with the show's more lighthearted and cartoony atmosphere, at some point I said screw it and just told the story I wanted to tell without worrying about how dark it got. This fic gets way more morbid, brooding, violent, and sexual than the show ever did, but I feel like that's fine since it's still grounded heavily in the Spider-Man mythos and I don't just throw in edgy stuff for shock value or anything.

…Okay, except for Mysterio getting shot in the kneecap. That was totally for shock value.

But despite all that, my intention for writing this story was that (assuming you like it, hopefully!) it can function as a suitable ending for a wonderful series that got cut down in its prime. If this silly little story gives you some sense of closure, then my job here is done.

Editing:

Once I've taken a nice, long break from writing, I'm gonna come back and edit this story, wording things better and fixing typos and continuity errors and whatnot. If I ever decide to do any major overhauls, I'll post it as a separate fanfic, so you don't have to worry about me deleting all the chapters here without warning (again…).

For example, I've been toying with the idea of a draft that simplifies and streamlines things, such as by removing Reilly and Kaine. I mean, the clones were pretty complex characters to introduce so late in the game, and it really gummed up the pacing. Reilly never even did much of anything, and the final arc probably would've worked just fine if I replaced Kaine with Jackal or something. But most people seem happy with the story the way it is, so I'm not gonna worry about that right now.

Of course, if I had infinite money, I'd commission a professional artist to draw this whole fanfic as a webcomic or something, but alas…

Anywho, enjoy the timeline. I frickin' love these things. I'd map out every day of Peter Parker's life from birth to death if I could.

1939:

September 1: World War II begins.

1940-1944:

-Steve Rogers becomes Captain America, with Bucky as his sidekick. Cap, the android Human Torch, the Whizzer, and Namor the Sub-Mariner become the first ever big-name superheroes, but Namor's connection to Atlantis is unknown by the general public.

-Namor claims the Lifeline Tablet has a biochemical formula that grants the secret of immortality.

-The Howling Commandos liberate Auschwitz. Captain America rescues a roughly five-year-old Magneto from there, which is witnessed by Silver Sable's grandfather (18 years old) and his Wild Pack.

1945:

-Towards the end of the war, Bucky dies, and the public believes Cap dies too, but it turns out Captain America was actually preserved via cryogenics.

Sept 2: World War II ends.

-Superheroes gradually stop operating, and the first age of heroes comes to an end.

Mon, Jan 1, 1968:

George Stacy is born.

1970:

-Norman Osborn is born. Try saying that ten times fast.

1980s:

-L. Thompson Lincoln and Robbie Robertson attend the same high school in Harlem. Lincoln joins a gang and gets the nickname Tombstone.

1985-ish:

-Captain Stacy says that Walter Hardy tried unsuccessfully to steal the Lifeline Tablet "over 30 years ago" from 2015.

1994:

-Silver Sable is born (Hammerhead makes a comment implying she is young in the show).

Sat, July 8, 1995:

-Norman Osborn (age 25) is dating Emily (age 19). Norman's still a human being back then, and the two really hit it off.

1997:

-Tombstone, currently a hitman for Wilson Fisk, assassinates 12 year old Matt Murdock's father, Jack Murdock, which will eventually lead to Matt becoming Daredevil.

-Janice is born, causing Tombstone to decide to stop being a common thug and become the Big Man so he can give her a better life.

1998:

-August 10: Peter Parker is born.

-For simplicity, let's assume Harry was born the same year as Peter.

-April 22: Emily says she wants to go back to college but Norman scorns the idea. Their relationship is deteriorating. Emily is an absent mother for Harry, making their butler take care of him.

2000:

-There is a war in Symkaria. 6-year old Sable promises her 78-year-old grandfather that she will hunt Nazis like he did. Her grandfather dies, and Sable is soon afterwards adopted by Silvermane and brought to New York.

2001:

-Peter is 3 when 9/11 happens. Superheroes stopped operating after WWII, so a lot of historical events between then and the present day are basically the same.

2002:

-As toddlers, Peter and Flash are actually friends. Flash gets his nickname from streaking.

-Peter and Eddie's parents die in a plane crash, and Eddie is forced to live in an orphanage because the Parkers are too poor to take him in.

2003:

-Silvermane's criminal empire is exposed by Foswell, and Tombstone takes over as the Big Man (Jameson specifically says this was 12 years ago). This knocks the Manfredi family out of the power it's had for decades up until now.

2010:

-In seventh grade, Gwen realizes she has a crush on Peter.

2012:

August 10: Peter's 14th birthday.

September 4: Peter begins his freshman year at Midtown.

2013:

June 26: Last day of freshman year.

August 10: Peter's 15th birthday.

September 4: Peter begins his sophomore year at Midtown.

Pre-Spring 2014:

-The Fantastic Four get radiated in space and become celebrity superheroes. They battle the Skrulls. The government and SHIELD become aware of the existence of aliens, but they keep this info from the public so as not to cause a mass panic. Mister Fantastic's credibility and reputation are strained because he maintains that aliens are real.

-Doctor Doom starts operating a major supervillain with a grudge against Mister Fantastic, and he becomes the leader of the nation of Latveria, a major threat to the world.

-Thor arrives on Earth from Asgard, though the general public doesn't believe Norse mythology is true, thinking Thor is simply a crazy person who happens to have superpowers. The public is aware of other Asgardians like Loki and Malekith but probably think they are also crazy or "in on it" with Thor or something like that.

-Iron Man, Ant-Man, and the Wasp begin operating as superheroes. Bruce Banner becomes the Hulk. Sometime later, they and Thor form the Avengers to battle Loki. The Avengers become a well-respected superhero team who deals with large-scale threats such as Kang the Conqueror, but Hulk quickly leaves the team. Whirlwind becomes a bitter enemy of the Wasp.

-The X-Men form but do not operate in the public eye yet. The government knows about mutants but the general public doesn't. A roughly 80-years-old Magneto overthrows the nation of Genosha and turns it into a haven for mutants. The Fantastic Four and X-Men team up to deal with the Shi'ar aliens.

-Because of all these major things happening in quick succession, this era is a "superhuman renaissance," during which time technology advances and the super-mercenary industry booms as private companies such as Oscorp and TriCorp try to recreate Captain America's Super-Soldier Formula and such to make super-mercenaries.

-Illegal experiments are conducted in Harlem that give impenetrable skin to people such as Luke Cage and Tombstone.

-Note that the big-name superheroes are often busy and don't have time to deal with the low-level threats that Spider-Man will be facing, which is why they're not really seen or mentioned in the show except for vague allusions to other superheroes existing in the Colonel Jupiter episode (Of course, the real reason is because Sony didn't wanna play nice with Marvel, though Greg Weisman's said he WOULD have used other Marvel heroes if they'd let him).

April 2014:

-In early April, Mary Jane is still in her "Brainey Janey" persona, but at some point after this, she becomes "Wild Party Girl MJ." Her reckless behavior and repeated thefts of her dad's booze eventually land her a month in Coral Moon.

May 2014:

-In early May, Norman meets with Toomes about Tech Flight. He will rip it off four months later.

June 2014:

-At some point towards the end of the school year, Peter is bit by the spider.

26: Last day of sophomore year.

July 2014:

-In early July, Peter becomes Spider-Man and loses Uncle Ben.

-Mary Jane stays with her Aunt Anna over the summer right next door to Peter, and on Spider-Man's first night out, she sees him climb out Peter's window and realizes his secret. Spider-Man becomes intriguing to her, which is the real reason she later agrees to go to the Fall Formal with him. (*Ls10Ch62 Needs Assessment*)

-Peter spends the summer fighting crime as Spider-Man. His existence is somewhat of an urban legend and not 100% confirmed to the public at this point. He catches Marko and O'Hirn at least twice.

Sun, Aug 10, 2014 :

-Peter's 16th birthday.

Wed, Sept 3, 2014:

-Spidey catches Marko and O'Hirn again. Tombstone confirms Spider-Man's existence and dispatches the Enforcers.

Thurs, Sept 4, 2014:

-At Oscorp, Toomes blames Norman for stealing his Tech Flight designs.

-On his first day of junior year, Peter learns things have NOT changed and he's still unpopular at school. Peter and Gwen are chosen to intern at the ESU lab, where the Connors work with Eddie as their lab assistant.

-Vulture attacks Norman, and Spidey beats both him and the Enforcers. Vulture is arrested and sent to Ryker's while the Enforcers get away.

-Peter comes home late and Aunt May gets mad, imposing a 10 PM curfew. (*S1E1 Survival of the Fittest*)

Sept 5-7, 2014, 3 days:

-It's around this time that Norman decides to become the Green Goblin, as his kidnapping by the Vulture made him feel powerless. (*Word of God*)

-Norman records contingency videos to show to Harry and Peter in case he dies. (*Ls1Ch3 Parallelism*)

Mon, Sept 8, 2014:

-Max becomes Electro.

Tues, Sept 9, 2014:

-Max flees the hospital, where he bumps into Spider-Man, who attacks him. Max runs away. Peter had been tutoring Liz but ditched her, causing her to notice him more.

Wed, Sept 10, 2014:

-Peter shows Liz the ESU lab and Liz starts to fall for Peter, making Gwen jelly.

-Electro shows up demanding a cure from Curt (and accidentally electrifying the Lizard serum), and Spider-Man defeats him. Max is sent to Ravencroft.

-This was Gwen's first encounter with a real live supervillain and is traumatic for her.

Thurs, Sept 11, 2014:

-Liz caves to peer pressure and is snobby to Peter again. (*S1E2 Interactions*)

-That night, Connors injects himself with Lizard serum and his arm regrows.

-Oh, wow, I just realized this is happening on the anniversary of 9/11. That's awkward.

Fri, Sept 12, 2014:

-The ESU lab group celebrates Curt's arm regrowing, but then he turns into the Lizard. Spider-Man helps create the gene cleanser and cures Curt.

Sat, Sept 13, 2014:

-Peter sells the Lizard photos to the Bugle, ticking everyone off and getting him fired from the internship. Peter considers taking gene cleanser himself but decides against it. (*S1E3 Natural*

Selection)

Sun, Sept 14, 2014:

-The Enforcers steal the Shocker suit from TriCorp. Shocker attacks Spidey (and ruins his paycheck!).

Mon, Sept 15, 2014:

-Peter asks Betty to the Fall Formal. He will never live down the shame.

-Spidey beats Shocker and sends him to Ryker's.

-Peter starts giving a portion of his Bugle money to Aunt May to help out.

-Peter blew Harry off when he needed help studying, but Harry's dad tells him to cowboy up.

-Harry partly overhears a meeting between his dad and Hammerhead. Since Norman tipped them off to the Shocker suit shipment, Tombstone wants Oscorp to create supervillains to distract Spidey from the smaller operations in exchange for money and human test subjects. (*S1E4 Market Forces*)

Sept 16-27, 2 weeks and 3 days:

-Norman intentionally shows the Globulin Green to his family and leaves it out for Harry to steal, but if Harry had actually read all the notes, he'd have known to inhale it as gas, not drink it.

-Around this point, Captain America is thawed from the ice in the modern day and joins the Avengers, to the amazement of the general public.

Sun, Sept 28, 2014:

-At night, Spidey stumbles across Marko and O'Hirn burglarizing again.

Mon, Sept 29, 2014:

-Hammerhead posts their bail and takes them to Oscorp's secret lab beneath an abandoned car body shop to turn them into supervillains. Otto helps out with his tentacle arms.

-First up, they try to give Marko subdermal armor (like Rhino and Molten Man) but they screw up and he becomes Sandman.

-My fanfic elaborates on how this works, exactly. Using the brain-scanning technology Warren will later use to create his clones, they copied Marko's mind and dispersed it into all the silicone particles, which have been bonded with nanomachines using stolen Pym Particles. This is supposed to help the superdermal armor move like a part of the user's body (like Scorpion's tail),

but the process goes horribly wrong and Marko is unable to retain his shape, turning into Sandman. Technically, this means Marko died and was replaced with a hive mind of Marko clones (Remember that sand is inorganic, so in all versions of the character, Marko becoming Sandman isn't philosophically different from being replaced with a robot double or something).

-Hammerhead tries to get Sandman to kill Spider-Man, but Sandman only cares about his "big score."

-Harry tries out for football and Peter goes, too, to protect Harry from Flash and Kong. Peter and Harry do surprisingly well (because Harry has already started stealing the Globulin Green by now).

Tues, Sept 30, 2014:

-Gwen tries to ask Peter to the Fall Formal but he says he doesn't wanna go, thus shattering her poor fragile little heart into a million pieces oh my god I just want to give her a hug.

-Spider-Man attacks Sandman, provoking Sandman to try and kill him. Spider-Man traps him in fast-drying cement that Sandman apparently can't break out of I guess. Sandman's sent to Ryker's in a cell specially-designed by Norman (the start of the Vault's creation), who's profiting off both sides here.

Wed, Oct 1, 2014:

-Peter throws the drills to give Harry the football glory, and he's rewarded with ice cream from Gwen. (*S1E5 Competition*)

Oct 2-21, 2014, 2 weeks and 6 days:

-Oscorp works on fixing the subdermal armor process.

Wed, Oct 22, 2014:

-O'Hirn is made into Rhino.

-Aunt May convinces Betty not to go to the Fall Formal with Peter since she's trying to set him up with MJ.

-Rhino attacks the Daily Bugle, deducing that Peter takes all of Spider-Man's pictures and thus must know where to find him. The Bugle gets smashed up. This is the start of Jameson's vendetta with the Web-Head (Note that before he was only going after Spidey to sell papers, but now Jameson sincerely thinks he's a menace).

-I'd assume that from this point on, Peter starts having his pictures published *anonymously*.

-Spidey beats the Rhino, who tells him the Big Man is Mr. Lincoln. Spidey confronts Tombstone, who beats the snot out of him. Tombstone offers to pay Spider-Man to look the other way on occasion, but Spidey refuses and Tombstone calls the police on him (further cementing Spidey's

status as a menace). This means war.

-Oscorp's also being payed to make Rhino's cell in Ryker's. Norman wants to stop making mercenaries for now because people will start asking questions, but Hammerhead threatens to tell the public about Oscorp, with Octavius being the weak link (giving Norman a motive to murder Otto).

Thurs, Oct 23, 2014:

-Peter takes a day to rest from his battles. He's bummed Betty won't go with him to the Formal.

Fri, Oct 24, 2014:

-Mary Jane shows up on Peter's doorstep as his Fall Formal date. (*S1E6 The Invisible Hand*)

-John Jameson is piloting his first space shuttle mission next week.

-Norman becomes the Green Goblin for the first time and steals an Oscorp Tech Flight glider, then threatens some of Tombstone's thugs into joining his side. They attack Tombstone's gala to try and make Green Goblin the new Big Man, allowing Norman to cut out the middle man with his illegal dealings.

-Norman's already hired Judas Traveller to brainwash his wife into going along with this. Though Norman doesn't know about mutants or X-Genes, he's encountered telepaths in his super-mercenary dealings. Traveller can only brainwash a handful of people, as Norman is scared to involve a more powerful telepath. Norman also starts taking measures to protect himself and his underlings from telepathic control using the same substance found in Magneto's helmet, lining it in his masks and sometimes even implanting it inside people's skulls. (*Ls13Ch80 Alma Mater*).

-Peter has to ditch MJ to take pictures. Spider-Man battles the Green Goblin, but Gobbie gets away. (*S1E7 Catalysts*)

-MJ's interest is Peter is starting to bubble into attraction, but while Peter is gone, MJ notices how jealous Gwen is of her. She talks to Gwen and quickly pieces together Gwen's own crush. Since Gwen is Peter's childhood friend and MJ is a random stranger to him, MJ's deep-seated emotional issues rise to the surface, and, as usual, she decides to avoid commitment and instead begins trying to hook Peter up with Gwen. But despite this, she can't help but share one last dance with Peter when he returns. (*Ls10Ch62 Needs Assessment*)

Oct 25-26, 2014:

-Spidey searches the city in vain for the Green Goblin.

Mon, Oct 27, 2014:

-MJ officially friendzones Peter.

-Harry wins the big football game thanks to the Green, and Liz invites Peter to Coney Island to

celebrate with them.

-Gwen finds Harry passed out from the Green and is worried about him, but everyone else brushes her off.

-At Oscorp, Green Goblin tries to kill Otto, but he ends up only fusing his tentacle harness to Otto's spine. Spidey sees the explosion and arrives to try and help, but Otto goes crazy and blames Spidey for the attack, thinking Spidey wanted revenge for the creation of Sandman and Rhino. Doc Ock escapes for now.

-Later at Coney Island, Peter has a good time hanging out with Liz, but then they bump into Flash and MJ, which is awkward because Liz and Flash are dating.

-But then they spot Doc Ock in the distance and Peter runs off the fight him. Doc Ock chases him back to Coney Island.

-While everyone's fleeing, Gwen trips and Mary Jane attempts to save her life, and then Spider-Man saves both of their lives.

-Gwen has a breakdown due to all the supervillain attacks and her self-esteem issues, and Mary Jane consoles her. This, plus the fact that MJ actually listens to Gwen's concerns about Harry, causes the two to really like each other and plants the seeds of their friendship. (*Ls11Ch72 Competitive Exclusion*)

-Spider-Man saves Liz's life from Doc Ock, too.

-At this point, supervillain attacks are considered mundane enough by society that the Midtown kids mostly don't even care about it and are more concerned that Flash and Liz are breaking up.

-Meanwhile, John's shuttle takes off.

-At the Osborn penthouse, Hammerhead accuses the Goblin of working for Norman since he has Oscorp tech, but Norman claims the Goblin stole that tech from him and uses the fact that the Goblin drove Otto, his top scientist, crazy to strengthen his alibi. (*S1E8 Reaction*)

Oct 28-30, 3 days:

-Around this time, the Kree-Skrull War is taking place, and the fighting results in the Venom symbiote getting trapped on a meteor and hurled at Earth. (*Ls11Ch 65 Ecosystem*)

Fri, Oct 31, 2014:

-John's shuttle is hit by a meteor but he successfully lands it.

-Green Goblin kidnaps Hammerhead, then lies to both Tombstone and Spider-Man that Hammerhead had a jump drive with incriminating evidence and arranges a rendezvous.

-Spider-Man sees Norman exit a secret room in his penthouse (actually the wine celler) and assumes he's the Green Goblin.

-Chameleon, disguised as Norman, enters the Oscorp lab, where he bumps into Green Goblin stealing the Gobwebs shooter. Norman is thrilled because this strengthens his alibi, and he later

hires Chameleon to keep impersonating him.

-At school, Gwen learns Harry's been taking the Globulin Green.

-Tombstone and Spider-Man are led into a trap but manage to fight Goblin off.

-During the fight, Gobbie crashes his glider and decides to fake a limp before escaping. Since Norman won't have a limp, this strengthens his alibi. At home, he finds Harry passed out and, thinking fast, gives him the Goblin costume, even breaking Harry's leg to complete the illusion. Thus, Norman frames his son for his own crime, ostensibly to help Harry "man up." Harry believes he really is the Goblin and that the Globulin Green drove him crazy and that he attacked the Big Man to protect his father. Norman begs Spidey not to turn Harry in so long as he gets therapy and stuff, and Spidey agrees.

Sat, Nov 1, 2014:

-Jameson is furious that the Globe's Spider-Man story outsold the John shuttle story, and Peter is given an exclusive deal so he won't keep selling to the Globe.

Sun, Nov 2, 2014:

-Peter spends the weekend resting.

Mon, Nov 3, 2014:

-MJ transfers to Midtown (both for its better theater magnet and secretly to be closer to Peter), and Harry goes to Europe to get help. Only Peter and Gwen know about his drug problem.

-In Europe, though, Harry's depression is simply excised from his skull by Judas Traveller's telepathy. Apparently, this is a lengthy process, so it'll be a while before Harry can return to school. (*Ls12Ch89 Encaenia*)

-The symbiote is discovered on John's shuttle, the first exposure the general public has had to real, indisputable evidence of alien life, though that's not enough to make everyone suddenly believe the Fantastic Four's and Thor's outlandish claims. (*S1E9 The Uncertainty Principle*)

-Peter hears the news and learns the symbiote was taken to the Connors' lab for analysis. The Fantastic Four were busy fighting Mole Man and his Moloids in the center of the Earth at the time, so the alien was taken to Connors, the country's leading biogeneticist.

-At night, Spidey visits the lab for a peek at the alien, where he meets Black Cat trying to steal it. The symbiote secretly latches onto Peter. Chameleon, disguised as Connors, calls the police on them.

Tues, Nov 4, 2014:

-Spidey's blamed for the alien theft, and Eddie is mad at Peter for taking pictures instead of calling the police.

-The Bugle claims Spider-Man and Black Cat were working together. Chameleon tells his cohorts Tinkerer and Quentin Beck that this gives him an idea, and he starts robbing banks disguised as Spider-Man.

-Spidey realizes he's bonded with the symbiote, which he thinks is awesome because it makes him way more powerful. He decides to keep it.

Wed, Nov 5, 2014:

-Flash says Halloween was "last week."

-Spidey hunts for Chameleon, and Black Cat offers to help because she liiiiiiikes him. They catch Chameleon, and Peter almost confesses to stealing the alien, but the symbiote sways him against it.

-Black Cat gives Peter his first kiss, not realizing she's 19 (according to Greg Weisman) while Peter's a mere 16, a little young for her. Luckily she never throws up on him like in the Ultimate Comics, though. (What is WITH this show pairing Peter with older women…?). But Black Cat also stole the mayor's tiger-shaped gem necklace under Spidey's nose, and then she vanishes, meaning Peter STILL has no girlfriend. (*S1E10 Persona*)

Nov 6-23, 2014, 2 weeks and 2 days:

-Time passes as the symbiote gradually strengthens its grip on Peter's mind.

-Otto takes interest in Electro and is there for him while Electro's in Ravencroft, causing Electro to develop a deep affection for Otto.

-Now that Gwen's "misplaced her clique," Mary Jane becomes her new best friend. Because Gwen lost her mom when she was young and got raised by her macho cop father, Gwen's dad has been wondering if Gwen might be gay, especially since Gwen had shown zero interest in boys before her crush on Peter happened (which I'm not sure her dad knows about at this point). Gwen insists to her dad and to MJ that she likes guys. However, Gwen is a little bit disarmed that a gorgeous girl like MJ is suddenly paying so much attention to a timid social outcast like her, and so the seeds for the later threesome stuff have been planted.

-Meanwhile, Mary Jane is starting to develop a crush on Gwen in addition to Peter, which confuses and frustrates her. As per usual, MJ deals with her feelings by burying them under her party girl facade. Gwen picks up on this to some extent but is kind of in denial about it to herself. (*Ls11Ch72 Competitive Exclusion*)

Mon, Nov 24, 2014:

-Electro is released from Ravencroft, having been declared sane (and I guess they take it on the honor system that he won't use his powers again). Electro promptly short-circuits the Ryker's cell locks, letting Ock, the Enforcers, Sandman, Rhino, and Vulture escape with the help of Hammerhead, as Doc Ock and Tombstone have formed a temporary alliance to kill Spider-Man. Hammerhead returns everyone's equipment to them.

Tues, Nov 25, 2014:

-Spider-Man is ambushed by the Sinister Six and narrowly escapes.

-Aunt May happens to be nearby and has a heart attack, but Peter goes to bed without realizing it.

-MJ goes on a date with Eddie but freaks out when he speeds his motorcycle through traffic while rambling about Peter. MJ realizes Eddie only went on this date to slight Peter, as Eddie now hates him.

-While Peter sleeps, the symbiote hears the radio announce that the Sinister Six have taken hostages at a bank, and it hijacks Peter's body to go fight them. Symby seems to have the best intentions, single-handedly beating the Six, but it goes too far in trying to kill Doc Ock right in front of the NYPD, and it's an incredible strain on Peter's body.

-The Sinister Six are returned to Ryker's and Ravencroft.

Wed, Nov 26, 2014:

-Peter finds photos of last night's fight and realizes the symbiote hijacked his body but Symby persuades him to keep it anyways.

-MJ shows up to tell him May's in the hospital. (*S1E11 Group Therapy*)

-Peter runs to the hospital, where Eddie butts heads with him.

-As he leaves, Peter's handed a steep hospital bill, causing him to lash out at his harem of Gwen, MJ, and Liz when they try to comfort him later at school.

-Spidey cuts class to go to Tombstone's tower to accept his offer for money. Tombstone forbids Spidey from fighting petty crime for one week to prove his loyalty.

-Eddie learns that with the alien stolen, he's lost his job and must drop out of college.

-MJ comforts Gwen and urges her to confess her feelings to Peter.

-At the hospital, Eddie blames Peter for losing him his job and they start to fight.

-Flash of all people calls Peter out on his behavior.

-Peter realizes the symbiote is messing with his head and goes to a church, where he tries to rip it off himself. He happens to hit the church bell and realizes the symbiote hates vibrations. The symbiote traps Peter in a cocoon, but a dream-vision of Uncle Ben helps Peter fight his way out.

-Spidey returns the symbiote to the lab and tries to freeze it to death right in front of a horrified Eddie. Spidey leaves, but the sybiote survives the freezing (Who'd have thought an alien that came to Earth on an asteroid would be an extremophile?). The symbiote bonds with Eddie, showing him all Peter's thoughts and memories and turning them into Venom. (*S1E12 Intervention*)

-Spidey backs out of Tombstone's deal, but then Venom pops up to take the offer instead. Tombstone accepts if Venom can bring him Spider-Man's head.

Thurs, Nov 27, 2014:

-Thanksgiving Break, no school.

-Venom attacks Peter, who realizes the symbiote bonded with Eddie and told him everything. Venom kidnaps Gwen because she's who Peter "loves the most." Peter saves Gwen, but now the poor girl's more traumatized than ever.

-Peter offers to take the symbiote back, tricking it into leaving Eddie so he can capture it. Eddie runs away while Spidey drops the symbiote in cement, which he wrongly assumes will kill it.

-The Stacys come over for Thanksgiving dinner. Gwen kisses Peter. (*S1E13 Nature vs. Nurture*)

Fri, Nov 28, 2014:

-Spidey has a nightmare about Venom and checks Eddie's dorm at ESU, but Eddie's already moved out. Peter probably should've checked *before* going to sleep, but I guess he was tired from yesterday's battle.

Nov 29-30, 2 days:

-This'd be the time Gwen starts seeing a therapist if she hadn't started already.

Mon, Dec 1, 2014:

-At school, Peter tries to talk to Gwen, but Liz begs Peter to tutor her to try and steal him away.

-Mysterio attacks an armored car. Spidey tries to stop him but Mysterio gets away.

Tues, Dec 2, 2014:

-The Connors, Norman, and Aaron Warren welcome Aaron's brother Miles to the ESU lab. Martha laments Eddie's disappearance. Norman convinces her to let Peter be an intern again.

-Spider-Man tracks Mysterio to his lair and defeats him, unmasking him as Quinten Beck, but it's actually an android double (which still looks like Beck because he doesn't want anyone else taking credit for the role of Mysterio). Tinkerer calls the Master Planner (Doc Ock) to say everything's going according to plan.

-Peter gets an exclusive freelance contract and payment from the Bugle. Then Norman calls and offers to mentor him. (*S2E1 Blueprints*)

Wed, Dec 3, 2014:

-Doc Ock asks Kraven and Calypso to come to America so Kraven can hunt Spider-Man, so they hop on a plane.

-Peter thanks the Connors for taking him back and is introduced to Debra Whitman, who acts cold and aloof. Gwen worries Eddie was attacked by Venom.

-Warren enters, gushing about the Lizard research jiving with his own mammal research, but Connors shuts him down.

-Spidey is attacked by Kraven but easily beats him.

-Kraven uses a piece of Spidey's torn costume to have his lion Gulyadkin track Peter's smell to the ESU lab, where he confronts Miles Warren, who was secretly continuing the Lizard research to let it work on mammals, too. Warren, wanting to test it, claims to have given Spidey his powers, and Kraven demands his own powers. Warren makes him pay lots of money, pointing out it's in Kraven's best interest to give him an incentive not to screw up the procedure.

Thurs, Dec 4, 2014:

-It presumably takes some time for Warren to create Kraven's feline serum.

Fri, Dec 5, 2014:

-Flash breaks his leg in a football match. Severe fractures can take anywhere from 3-6 months to heal (and Flash's leg won't be fully healed until March).

-Warren turns Kraven into a lion/leopard/cheetah hyprid who, unlike the Lizard, retains his human mind.

-Spidey's attacked by Kraven. He beats him, but then Kraven is teleported away by Calypso's magic. This is Spider-Man's first encounter with real magic, though he doesn't realize it yet.

-Kraven awakens in Calypso's limo, where Ock asks him to join the Sinister Six.

-Peter arrives at the hospital, where Liz ignores him to comfort Flash. (*S2E2 Destructive Testing*)

Dec 6-22, 2014:

-Spider-Man spends his time trying to track down intel on Mysterio's stolen equipment, which I guess is his excuse for putting off the whole Gwen-or-Liz conflict for so long (Get your shit together, Peter).

Tues, Dec 23, 2014:

-Spidey interrogates Blackie Gaxton at the Big Sky billiard hall, leaning Mysterio is working for a new crime lord (Doc Ock). Spidey corners Patch (Foswell in disguise), who tells him this crime lord is the "Master Planner," and Tinkerer, spying from a hidden camera, tells Ock Spidey's closing in. Ock orders him to round up the Sinister Six.

-At Ryker's, Vulture turns out to be a hologram and Mysterio an android, and Sandman and Rhino have also escaped. At Ravencroft, Ock and Electro are in group therapy when Kraven

breaks them free. But Otto pretends to have returned to his old meek personality. Electro is disgusted with him and leaves him behind.

Wed, Dec 24, 2014:

-Ock announces his plans to the Sinister Six and Tinkerer to start a new age of supervillainy by killing Spider-Man.

-Liz flirts with Peter but then pays more attention to Flash, causing Peter to go to Gwen, but Gwen snaps that she won't be his second choice.

-The Sinister Six arrives and Spidey beats them by luring them away from each other and picking them off one-by-one in clever ways. But the Sinister Six all escape (with Mysterio leaving another robot double).

-At Ravencroft, Otto's dragged away by his tentacle arms, staging a kidnapping.

Thurs, Dec 25, 2014:

-Peter and Aunt May unwrap a picture of Uncle Ben. (*S2E3 Reinforcements*)

Dec 26-30, 2014, 5 days:

-Peter continues to drag his heels on the whole Gwen-Liz conflict.

Wed, Dec 31, 2014:

-At his lair, Otto reveals himself to the others and explains he didn't escape with Electro and Kraven to throw Spidey off the trail.

-Peter meets with Norman, who introduces him to Morris Bench (who will later become Hydro-Man), who's installing a bomb to destroy an old tenement, but Ock's new invention sets it off early and Spidey has to save everyone.

-Ock now has control of most of NYC's wireless devices via the neck-chip that controls his tentacles and wants to expand his control to the whole world. He uses his new powers to send police on a wild goose chase and cause massive traffic accidents.

-Electro abducts Gwen, and Ock uses her to blackmail Captain Stacy into giving him the global access codes to Homeland Security.

-Spidey interrogates Tinkerer and goes to Ock's underwater lair, where he goads Electro into attacking until the base collapses. He also tricks Ock into destroying his own machine thingy. Ock has his base self-destruct, leaving Electro to die as he flees in an escape pod.

-Spidey is pinned beneath rubble but manages to lift it to save Gwen (and Electro!). They escape in the nick of time.

-At one minute to midnight, Peter tries to call Gwen, but then that little hussy harlot temptress Liz shows up, saying she broke up with Flash just to be with Peter, and then kisses Peter THOTS GET OUT REEEEEEEEEEE. (*S2E4 Shear Strength*)

Jan 1-4, 2015, 4 days:

The dark times.

Mon, Jan 5, 2015:

-Spidey glimpses Eddie (in his homemade Venom costume) but then he's gone.

-Sandman tussles with Spidey and has improved control of his powers.

-Winter break is over. Liz is happy because Mark's back from juvenile detention.

-Flash, angry at Liz for leaving him, randomly spots Sha Shan, and asks her to his birthday party.

-Harry's back from Europe and has a crush on Gwen because she's the only one who noticed or cared when he was on the Green. He asks her out to Flash's birthday and Gwen accepts to spite Peter.

-St. John Devereaux is the new drama teacher and Captain Stacy is the new criminology teacher.

-Hammerhead offers Sandman his "big score," while Spidey tries in vain to get Sandman to use his powers for good and not evil.

Tues, Jan 6, 2015:

-Peter sees Eddie again at Flash's birthday party, but then he has to go fight Sandman.

-Hammerhead gets Sandman to rob an oil tankard, but Marko puts the crew in danger, and he drops everything to save them. Then the oil tankard explodes and Sandman's turned into glass, which Spidey and Hammerhead wrongly assume has killed him. But actually, Sandman merely decides to stop being a criminal and leaves Manhattan for now.

-Because he keeps seeing Eddie everywhere, Spidey goes to check on where he left the symbiote buried. Once he leaves, Eddie, having tricked Spidey by wearing a replica Venom suit complete with his own web-shooters, frees the symbiote with a sledgehammer. (*S2E5 Small Steps*)

-My fic elaborates on this since I find this plot point a little bit silly and contrived. Remember that the symbiote showed him Peter's memories. Once the symbiote left Eddie, those memories started to fade, but Eddie held onto them enough to know how to build Peter's web-shooters and to remember how Peter trapped Sandman in cement once. Web-swinging without super-strength nearly ripped Eddie's arms out his sockets, but he's a pretty strong guy so he managed okay enough. (*Ls11Ch73 Energy Pyramid*)

-Venom attacks some police officers disguised as Black Suit Spidey

Wed, Jan 7, 2015:

-Flash learns Sha Shan didn't come to his party because she thinks he's a meathead.

-John Jameson turns into Captain Jupiter. In an oddity for this show, this was never foreshadowed or setup in advance, but it turns out there were alien spores on the symbiote, which injected John.

-On Peter's suggestion, Jameson has his son become a superhero to take down Spidey.

-Venom frames Spidey for more crimes and Spidey refuses to prove his innocence by revealing his secret ID, annoying Jupiter.

Thurs, Jan 8, 2015:

-Gwen becomes Harry's girlfriend to make Peter jealous.

-Flash demands Peter help him win over Sha Shan, and Peter suggests joining her drama club.

-Jupiter's attacked by Venom, and the spores screw up his brain and he tries to kill Spidey, but Spidey beats him and John's taken to Ravencroft, leaving Jameson heartbroken.

Fri, Jan 9, 2015:

-Everyone got a part in the play but Flash.

-Jameson blames Spider-Man for John's condition, and then Venom jumps in and announces Peter Parker is Spider-Man. (*S2E6 Growing Pains*)

-At this point, by all reasonable measures, Spidey's secret ID should be caput. Venom could go around telling the media Spidey's origin story with great detail and accuracy. He starts his "Peter Parker is Spider-Man" internet forum for this very purpose. However, I suppose since Venom was stupid enough to commit a bunch of crimes to try and frame Spidey, the people of Manhattan aren't color blind and might realize he's a criminal, so I guess Venom doesn't have the luxury of sitting down for a tell-all interview. Spidey's secret ID is more or less just something passed around on the backwoods internet forums and such. Peter gets doxed and has people harassing his house and whatnot on top of the media now hounding him.

Sat, Jan 10, 201 5 :

-The Connors laugh it off at first but realize it'd explain a lot. Eddie returns and they give him his old job back. Eddie complains to Peter that the Bugle hasn't run his big scoop yet.

-Peter and Gwen get swarmed with reporters and paparazzi, but Gwen laughs off the idea that Peter is Spider-Man. The two start to realize they're unhappy with their dates and want each other more.

-Spidey confronts Venom and says he's putting all Peter's loved ones in danger, but Venom sneers that he can't wait for Peter's loved ones to turn against him. They fight in front of the paparazzi.

Sun, Jan 11, 2015:

-The media continues making Peter's life miserable.

Mon, Jan 12, 2015:

-Venom steals gene cleanser from ESU and tries to depower Peter after publicly unmasking him, but Peter instead gets Venom to drink the gene cleanser. This causes the symbiote to get poisoned and run away from Eddie down a sewer. Because the cleanser destroys all non-human DNA and the symbiote is nothing BUT non-human DNA, Spidey assumes it's dead now. What he doesn't realize is that this trigger's a "pregnancy reflex" that purges the symbiote of the poison by making it give birth to the Carnage symbiote. The Venom symbiote wanders the sewers, heavily pregnant.

-Eddie was bonded so tight, he's gone crazy now and is carted off to Ravencroft.

-Since Flash helped save Spidey during the fight, Devereaux gives him a part in the play.

-Warren announces that due to the gene cleanser theft and the screwups with Electro and Colonel Jupiter, he's taking full control of the lab.

-The Bugle declares Peter innocent because they think Venom is just confused because Peter dressed as Spidey for Halloween, and who would be stupid enough to do that if they were really Spider-Man?

-Cap Stacy heavily implies to Peter that he knows his secret ID but understands he needs it to keep his loved ones safe. (*S2E7 Identity Crisis*)

Jan 13-20, 2015, 1 week and 1 day:

-Peter deals with the aftermath of his secret ID kerfuffle, and eventually thinks more or less settle down again.

-Eddie is in a sorry state and Ravencroft isn't admitting visitors quite yet. However, Gwen knows that Eddie is claiming to be Venom, and she knows Venom is the black monster who grabbed her last Thanksgiving. But as far as Gwen knows, Eddie is crazy, so she thinks that since Eddie hates both Peter and Spider-Man, his mind conflated those two things. She doesn't yet believe Peter is Spidey.

Wed, Jan 21, 2015:

-In a Manhattan high-rise, Donald Menken leads the bidding for Rhino suit specs. Hammerhead, Doc Ock, Vulture, Patch, Silver Sable, and Kingsley all participate. Black Cat tries to steal the specs but is scared away. Kingsley bids higher than he's deposited in his bidding account, so the auction is postponed.

-After the Venom ordeal, Norman now suspects Peter is Spider-Man, so he gives him the Osberry phone to spy on him, with the added benefit of making Harry even more jealous of Peter.

-Peter's and Liz's relationship is a bit strained because Peter is always running off to be Spider-Man and stuff.

-Peter offers to take pictures of the Rhino suit auction for Foswell, and he learns Foswell is Patch. Foswell thinks Silvermane's release from jail will spark a huge gang war, and whoever has the Rhino suit specs will have an army of super-mercenaries to help out.

-Kingsley wins the bidding, and Peter is suspicious he's more than a mere perfume manufacturer.

-Hammerhead and Silver Sable fight each other to steal the specs from Kingsley, and Spidey learns they used to date. Doc Ock sics Rhino on Kingsley. Rhino doesn't want the specs out so that he can remain unique and valuable, so he and Spidey team up to take out the others, and Rhino crushes the specs.

-The police use knockout gas on Rhino and take him to Ryker's.

-Menken refuses to give Kingsley a refund, and it turns out Norman gave them a fake chup in the first place. This was simply a way for Oscorp to cash in on the looming gang war. (*S2E8 Accomplices*)

Jan 22-Feb 3, 2015, 1 week and 6 days:

-With the Rhino army on the backburner, Kingsley goes with plan B, kidnapping Madame Web and holding her hostage inside a special mutant-controlling machine, which he bought from Bolivar Trask, a government agent. Remember the government is aware of mutants already and so that knowledge has slipped into the seedy super-mercenary industry. This machine allows Kingsley to use Web's powers for himself, brainwashing people into doing his bidding. (*Ls8Ch41 Cinderella Effect*)

Wed, Feb 4, 2015:

-Tinkerer gives super-suits to Montana (now Ricochet) and Ox.

-Tombstone is mad at Hammerhead for his failures with the oil rig and Rhino suit auction.

-The Midtown kids do an afterschool police ride-along.

-Norman meets with Hammerhead again, as Tombstone wants more supervillains and enough time has passed since the creation of Sandman and Rhino that the heat is off Oscorp again. Norman agrees and brings in Warren as Otto's replacement.

-MJ and Mark start flirting (but not *flirting* flirting) with each other.

-Flash blames Harry for his broken knee because Harry left the team before the championship, and Harry admits to his Globulin Green addiction, which angers Flash because it means all the games Harry plays should be disqualified.

-Spidey beats the Enforcers and they're sent to Ryker's.

-Principle Davis removes the championship trophy. Flash admits to ratting Harry out, which makes Flash's friends all hate him but now Sha Shan likes him.

-After school, in his bedroom, Harry opens his secret stash of Globulin Green… only to destroy it all. (*S2E9 Probable Cause*)

Feb 5-13, 2015, 9 days:

-Peter continues to date THE UNDESERVING LITTLE TWERP RAAAAAARGH.

Sat, Feb 14, 2015:

-Harry finally introduces his dad to Gwen. Norman makes a comment about Gwen's appearance, prompting Gwen to cry and run off to MJ to swallow her pride and beg for a makeover. (*Ls12Ch 80 Alma Mater*)

-Tombstone and Silvermane are having their mob war. They meet with Doc Ock. But it turns out this was all arranged by Hammerhead. He knocks out Sable to keep her safe then throws Tombstone a gun to make it look like *his* plan. A fight breaks out while Hammerhead goes and hides, hoping the three villains will kill each other and he can be the Big Man.

-Gwen's makeover is complete in time for the Valentine's Day dinner the Midtown High kids have at Jazzy Gianni's. Peter runs off to take pics of the gang war, and he pays more attention to Gwen than to Liz. Meanwhile Mark suddenly has a lot of money (from gambling). Flash and Sha Shan dance, their relationship blossoming.

-Spider-Man takes out Silvermane and Doc Ock. Tombstone attacks him in private to protect his image, but Spidey still gets him arrested, too.

Sun, Feb 15, 2015:

-Spidey is furious to learn Tombstone made bail, but Cap Stacy says Tombstone's now under federal surveillance, throwing a wrench in his criminal activities. But now there's a power vacuum soon to be filled by the Green Goblin. (*S2E10 Gangland*)

-Around this time, Fisk is forming a partnership with Oscorp, and Fisk is smart enough to sit back and allow lesser people to squabble over the Big Man title for now.

Feb 16-17, 2015, 2 says:

-Mark goes missing for days.

Wed, Feb 18, 2015:

-At the Big Sky Lounge, Mark has a gambling debt to Blackie Gaxton. The Green Goblin flies in to announce himself the new Big Man and has Blackie give him Mark as a human guinea pig.

-Mark is taken to a secret lab beneath an abandoned police station. Warren claims to have perfected the sub-dermal armor process with nanotech. Mark is turned into Molten Man, and they

lie and say he can turn it on and off at will when in reality, Gobbie has the switch, and he'll only turn the armor off if Mark kills Spider-Man.

-Mark battles Spider-Man, but Liz and MJ are put in danger. Spidey wins the fight, the Big Sky burns down, and Liz and MJ get all upset as Mark is taken to the Vault. Gobbie shuts Mark's armor off before flying away.

-Curt discovers Warren's notes on subdermal armor and is appalled, but Warren blackmails him into silence with the knowledge of the Lizard ordeal. (*S2E11 Subtext*)

Feb 19-22, 2015, 4 days:

-Peter's relationship with Liz continues to deteriorate (GOOD) as deep down, he truly wants to be with Gwen.

Mon, Feb 23, 2015:

-Norman invites Cap Stacy, Jameson, and Spidey to Ryker's new wing, the Vault, where supervillains are held. Spidey tests it, but Green Goblin hacks the system and releases all the supervillains. Beck is revealed as (drumroll) another robot! And Gobbie switches Mark's armor back on.

-Black Cat arrives to free her dad. Spidey realizes her dad is the man who killed Uncle Ben and he's pissed. Due to his guilt, Walter manually activates the Vault's knockout gas, knocking himself out in the process, allowing himself to remain imprisoned.

-Black Cat blames Spider-Man for infecting her dad with a conscience and runs off.

-Spider-Man sees Green Goblin and assumes it's Harry again.

-Harry missed the play because the Green Goblin kidnapped him, and Hobie Brown takes over his role. (*S2E12 Opening Night*)

Tues, Feb 24, 2015:

-Gobbie's pumpkin-head minions are running amok.

-Harry escapes Goblin and explains to Peter and Gwen about his Green addiction and how he thought he was the Goblin… up until the real Gobbie kidnapped him. Gwen tells Harry to go to Norman for help (Great idea, Gwen!).

-Once Harry leaves, Peter and Gwen finally confess their feelings for each other, but Harry eavesdrops on them and gets butthurt.

-Spidey arrives at the Osborn penthouse and accuses Norman (actually Chameleon) of being the Goblin. Turns out that secret passage from last Halloween was just the wine cellar, though.

-Then the balcony is blown up by the Green Goblin. Chameleon-Norman suggests Donald Menken might be the Goblin.

Wed, Feb 25, 2015:

-Peter breaks up with Liz. They'd been together for 56 days by my count, almost two months. TWO MONTHS TOO LONG.

-The Connors move to Florida and Warren takes over the lab, and Martha warns Peter and Gwen not to trust him.

-Norman-Chameleon gives Spidey Menken's location, but turns out it's a trap. Spidey and Green Goblin have a huge battle, with water towers converted into pumpkin-bomb cannons and armed Pumpkin-Head minions on the rooftop and in aircrafts.

-Spidey unmasks Goblin as Norman. Harry unmasks Chameleon, who escapes. Norman explains that he used the Green's gas form, which (according to him) doesn't make you crazy. He claims he framed Harry to protect him and make him into man.

-Spidey crams a pumpkin bomb in the glider's tailpipe, making Norman crash into a pumpkin-bomb water tower. Norman is presumed dead in the explosion, but he actually survives and runs away, though the blast left him badly burned and scarred.

Thurs, Feb 26, 2015:

-The funeral is organized.

Fri, Feb 27 2015:

-At Norman's funeral, Harry blames Spider-Man for his death, saying Norman was sick and needed help. Harry guilt-trips Gwen into continuing to date him, implying he'll relapse on the Green if she doesn't.

-The Connors head to Florida while a disguised Norman flies to Grand Cayman. (*S2E13 Final Curtain*)

Feb 28-Mar 2, 3 days:

-Spidey hunts down the remaining Pumpkin-Heads and things quiet back down. Fisk waits to fill the power vacuum until Tombstone and the Manfredis are out of the picture permanently.

Tues, Mar 3, 2015:

-Peter makes more web-fluid. The guy at the chemical store starts to suspect he's making drugs.

Wed, Mar 4, 2015:

-Peter meets the new girl Sophia, who can talk to animals (unbeknownst to them, she's a mutant) and thus knows Peter is Spider-Man.

-Spider-Man saves a six-year-old girl, Heather, from traffic.

-Spidey's web-shooters break due to the constant use since last summer, and an annoyed Spidey lets a crook get away. That crook discovers a secret stash of Green Goblin equipment and shows it to his boss, Kingsley, who kills the thug and creates the Hobgoblin persona. (*Ls1Ch1 Dramatic Irony*)

Thurs, Mar 5, 2015:

-Spider-Man battles the Grizzly, a mentally ill guy in a bear costume with no powers.

-Harry inherited Oscorp from his dad and is switching from high school to private tutors.

-Unlike what Greg Weisman has said about what season 3 would've been like, in this fic, only Harry, Chameleon, Emily, Gwen, and Peter know Norman was the Goblin. I don't really understand why Emily or Harry would want to tell anyone else when it'd tarnish Norman's reputation and stuff. It's not like there's any point making Norman pay for his crimes if everyone thinks he's dead.

-Hobgoblin attacks. Spidey defeats and unmasks him, revealing him to be a brainwashed Donald Menken, but nobody really believes he was brainwashed and he's sent to Ryker's.

-Harry shoots a gun at Spider-Man, making him realize how deep Harry's vendetta runs. (*Ls1Ch2 Foreshadowing*)

-Alistair Smythe appears in Harry's bedroom, another Oscorp stooge, and threatens to kill him and his mom with robots if Harry doesn't cooperate with Oscorp's criminal schemes. Smythe shows Harry a contingency video of Norman for proof that Norman was involved in this (and Harry DID see his dad with Hammerhead before, remember). Harry is now less certain that his dad was "just sick."

Fri, Mar 6, 2015:

-Smythe takes Harry to the lab under the abandoned police station, where they meet Warren. Mac Gargan, one of Norman's goons, has volunteered to become the Scorpion, an upgraded version of the Rhino suit specs.

-Peter and MJ go on a platonic date, where they bump into the Spot, a super-mercenary created by TriCorp, Oscorp's competitor (We never actually saw any of their super-mercenaries in the show itself even though it said TriCorp made them, too).

-Spidey beats Scorpion, who's sent to the Vault.

-Harry freaks out about all this, but Smythe incentives him with more Globulin Green. (*Ls1Ch3 Parallelism*)

Mar 7-8, 2015, 2 days:

-Around this time, Daredevil is placed into the public eye for the first time. He started operating "a couple weeks back" or so.

-Also around this time, Frank Castle's family is gunned down by mobsters. He becomes the Punisher but is eventually defeated by Daredevil and brought to Ravencroft. (*Ls7Ch37 Apologetics*)

Mon, Mar 9, 2015:

-Gwen has a nightmare about Venom. Deep down, she knows he's really Eddie.

-Sophia gets Peter to go on a pity date with her. Gwen oversees this and gets upset. (*Ls1Ch4 Point of View*)

-Gwen is consoled by Warren, who begins to develop a sick infatuation with Gwen.

-Sandman returns to Manhattan and plays with that little girl on Rockaway Beach again.

-Sandman reveals he's still alive and wants to be a superhero now. He defeats the Kangaroo.

-Jameson orders Ned Lee to drop investigate Kingsley's company.

-Most of the extremely powerful superheroes only go after large-scale threats, but Sandman goes after small-time stuff because it's easier. This makes him a huge threat to Oscorp's operations. To kill him, Morris Bench is kidnapped and turned into Hydro-Man because he was in debt just like Mark. Harry is mortified they'd mutate someone against their will.

-Sandman defeats Kangaroo II, who idolized the first Kangaroo. Sandman's attacked by Hydro-Man, infecting him with nanomachines that seemingly kill them both. In reality, though, the virus fails to completely kill them, and the two are found by the little girl who's been coming to the beach to play with Sandman. She hides them in her room and slowly nurses them back to health. (*Ls1Ch5 Oxymoron*)

Tues, Mar 10, 2015:

-Ravencroft finally allows visitation of Eddie because his condition's improved a bit, and Peter and Gwen go see him. Eddie gives Gwen specific details of HOW Peter is Spider-Man, which starts to sway Gwen to the truth.

-The Silver Surfer arrives on Earth and is brought to Manhattan during a struggle with the Fantastic Four. Surfer summons Galactus to devour the Earth.

-This causes the general public to freak out, prompting Peter to confess to Gwen that he is indeed Spider-Man.

-The Surfer betrays Galactus and helps the FF acquire the Ultimate Nullifier to scare Galactus away. For his betrayal, Surfer's powers are stripped away and he's stranded on Earth.

-The general public writes Galactus off as a hoax.

-Gwen's dad reveals to her that he knows Peter is Spider-Man.

-Spidey captures another D-list villain, the Gibbon. (*Ch 6 Allusion*)

Wed, Mar 11, 2015:

-Peter suspects Warren's behind everything because the guy's creepy and was a friend of Norman's.

-Grizzly, Spot, Gibbon, and Kangaroo II escape from Ravencroft, buy mechsuits from Tinkerer, and become a nuisance, even managing to evade the Avengers with Spot's teleporting powers.

Thurs, Mar 12, 2015:

-John is seemingly cured of the spores and released from Ravencroft, but then he relapses and goes to Warren to get more power.

-Warren sexually harasses Debra by groping her butt. Apparently he's been doing this sort of thing for a while. Debra is pressured to go along with it for the sake of her career, which is why she has such a cold, stoic exterior to try and tough it out through the abuse (I realize this is way darker than the show was meant to get, but I have no idea what they were planning with Debra and this detail works to foreshadow what a creep Warren is for his later behavior with Gwen and Reilly).

-Morbius bursts into the lab, asking for Connors to help cure his blood disease, and then John barges in, too. They grab some of the serums Warren left lying out with vampire bad and wolf DNA, turning into Morbius the Living Vampire and Man-Wolf.

-Spidey arrives just in time. He tries to give Morbius gene cleanser, but without the bat DNA, the blood disease will kill Morbius, so Spidey webs him up and goes after Man-Wolf. Jameson begs Spidey not to tell anyone about his son. Morbius escapes while Spidey is gone.

-Peter steals more gene cleanser in case more genetically altered supervillains arise. He starts keeping some in his utility belt for emergencies.

-Morbius boards a ship headed down the east coast, trying to find Curt in Florida, but his bloodlust overcomes Morbius's mind by the time he gets there.

Fri, Mar 13, 2015:

-To Peter's surprise, the Bugle apologizes to Spider-Man… on page forty-two. In four-point font. (*Ls1Ch7 Anthropomorphism*)

March 14-16, 3 days:

-There were two consecutive school days last chapter, so some time must have passed here.

Tues, March 17, 2015:

-Harry freaks out because Smythe's robots are constantly spying on him.

-Gwen finally breaks up with Harry, and he flips out and smacks her, then flees to Oscorp. He almost drinks more Green but resists. But then Emily reveals herself to him. Now that Harry has proven he can handle the Green, they upgrade him to its gaseous form like he was supposed to have taken in the first place.

-While high on the gas, a "Green Goblin" split personality appears in Harry's head. Normally this Goblin would only want wanton chaos and destruction, but Harry has the mental fortitude to get the Goblin to fulfill his goals – killing Gwen and Spider-Man. Harry is given a Goblin suit and glider, but he's had no training yet.

-Spidey battles Goblin Jr. and realizes it's Harry. Harry kidnaps Gwen but Spidey saves her. How many times is that, now?

-The Hobgoblin shows up, as having a second, incompetent goblin crime lord is bad for his image. Spidey beats them both, revealing the second Hobgoblin to be a brainwashed Ned Lee.

-Spidey returns Harry to his mother, not realizing his mom is evil. Harry is flown back to Europe for more "therapy." (*Ls1Ch 8 Antithesis*)

-Peter, Gwen, and Cap Stacy have a long talk. Stacy reluctantly admits that Peter is so good at superheroing that the police basically rely on him to take out dangerous supervillains. Stacy will keep Spidey's ID a secret to protect him and his loved ones while praying for the day Spidey isn't needed.

-Peter explains his origin story to her, and Gwen begins to urge Peter to go to therapy and says it's not his responsibility to fight every bad guy in the world. Also, Peter and Gwen have their long-awaited make out session.

-At this point, Gwen is swept away with how cool being Spider-Man is and finally getting to date her crush and everything, but over time she grows more and more worried for Peter's safety.

Wed, Mar 18, 2015:

-Peter and Gwen develop spider-tracers, including a special blue one that can alert Gwen to Peter's location since she worries about him.

Thurs, Mar 19, 2015:

-Emily orders Smythe to kill Spider-Man himself just so long as they can salvage some DNA for Warren to clone him. Smythe suspects Peter is Spider-Man and sics robots on Midtown High.

-Sophia says she's known Peter for two weeks.

-Spidey battles the Spider-Slayers and uses a tracer to follow them back to the secret lab beneath the abandoned police station. Spidey assumes Smythe was behind everything. Smythe is arrested and sent to Ryker's.

-School's out the rest of the week due to the robot attack.

-The Legion of Losers is defeated by Squirrel Girl, a mutant who's become an independent, small-

time superhero.

-The X-Men battle the Brotherhood at the Statue of Liberty. Magneto announces the existence of mutants on the news and then smashes the Statue of Liberty because he wants mutants to leave America for Genosha. Of course, this causes the public to instantly hate and fear mutants. *(Ls1Ch9 Antagonist*)

Fri, Mar 20, 2015:

-Mister Fantastic is seen on live TV, so the Fantastic Four have returned from battling Mole Man by now.

-Jameson notes that his son has been cured of the spores for real this time. John never relapses again.

Mar 21-22, 2015, 2 days:

-Damage Control repairs the school.

Mon, Mar 23, 2015:

-The robots attacked last week.

-The Brotherhood tries to get Sophia to join them but she runs off. Quicksilver alerts Emma Frost that they've found Sophia. (*Ls2Ch10 Codominance*)

-Mystique impersonates the principal and gathers all the Midtown students into the auditorium, where Magneto pops out and uses a fragment of the Cyttorak Gem to awaken any latent mutant powers in the crowd. Spider-Man chases them off with help from Cyclops and Marvel Girl.

-Marvel Girl accidentally learns Spidey's secret ID with her telepathy powers.

Tues, Mar 24, 2015:

-Emma hunts down Sophia and re-brainwashes her. (*Ls2Ch11 Phenotype*)

Mar 25-26, 2015, 2 days:

-Emma and Sophia go around stealing things and having fun.

Fri, Mar 27, 2015:

-Liz and MJ visit Mark at the Vault, only for Liz's mutant powers to manifest thanks to the Cyttorak Gem. Her proximity to Mark makes Liz's X-Gene copy Mark's powers, turning her into

Firestar.

-MJ goes to Peter and Gwen, hoping they can get the ESU lab to help Liz.

-But Liz is approached by Iceman. Spider-Man, Firestar, and Iceman battle another new teenage mutant, Videoman, and send him to Ravencroft.

-Rand dumps Sally for Janice, not realizing she's Tombstone's daughter.

-Sally is upset and her X-Gene activates, turning her into Bluebird. Quicksilver finds her and takes her to the Brotherhood's hideout. (*Ls2Ch12 Heredity*)

-Magneto coerces Sally into going to Genosha with them.

-Spider-Man meets Beast, who explains the mutant population has seen a spike lately, and then he meets Professor X.

-Spidey and the X-Men go to battle the Brotherhood and rescue Sally. (*Ls2Ch13 Allele*)

-Spidey meets the rest of the X-Men: Wolverine, Nightcrawler, Storm, and Colossus. During the battle, the X-Men and Brotherhood all get knocked out, but then Juggernaut shows up. (*Ls2Ch14 Genome*)

-Spidey manages to stop the Juggernaut. The Brotherhood are taken to S.H.I.E.L.D.'s Triskelion far away from New York.

-Except for Emma Frost. Sophia managed to escape her brainwashing, and Emma is taken to Coral Moon with an inhibitor collar from Trask Industries.

-Sophia and Liz change schools to Xaveir's Institute, and Xavier promises Liz he'll take action to get Mark out of the Vault so he can stay there with Liz.

-Liz realizes Peter is Spider-Man and they make peace with each other. (*Ls2Ch15 Evolution*)

Mar 28-29, 2 days:

-Peter spends the weekend recovering from the injuries Juggernaut gave him. This adds to Gwen's concerns for his safety, but Peter insists he's fine.

Mon, Mar 30, 2015:

-Midtown High student Jessica Jones is said to have been in a car crash and was in a coma, but she's awake now (probably when Galactus came to Earth like in the comics). Soon, she'll begin operating as the D-list superhero Jewel.

-Mark is upset to learn Liz has powers and breaks up with MJ, believing Xavier will never be able to free him.

Tues, Mar 31, 2015:

-The symbiote finally manages to crawl out of the sewers and body-snatches Frances Barrison.

-MJ rebounds onto Hobie Brown.

Wed, Apr 1, 2015:

-I tried to have major events happen around holidays like in the show, but I saved April Fools' Day for next year.

-The symbiote hunts for Eddie.

Thurs, Apr 2, 2015:

-The symbiote checks Eddie's "Peter Parker is Spider-Man" internet forum (which twelve-year-old Kamala Khan is a devout member of) to learn Eddie's in Ravencroft.

-At Ravencroft, Otto assumes Eddie's crazy and doesn't believe Peter is Spider-Man.

-While in Greg Weisman's non-canon Gargoyle crossover script, Otto went back to pretending to be reformed after he was arrested again, in my fanfic, Ravencroft isn't stupid enough to fall for that a second time, so Otto doesn't bother.

-Gwen convinces Peter to visit Eddie in Ravencroft again. (*Ls3Ch16 Addition*)

-Flash's cast finally comes off next week.

-Frances gives Eddie the symbiote back, and Venom attacks Spidey. During the battle, Venom gives birth to the Carnage symbiote. (*Ls3Ch17 Subtraction*)

-Venom gives the newborn symbiote to Cletus Kasady, a serial killer with plenty of negative emotions to feed it. However, the Venom symbiote was still a child when it arrived on Earth, and what it didn't realize is that negative emotions are basically junk food to a Klyntarian symbiote. The Carnage symbiote is promptly driven insane by Cletus's mind and becomes obsessed with murder.

-Note that the Carnage symbiote works differently from the Venom one. It doesn't do "deeper bonds" with its host but simply overwhelms them with murderous impulses, which is why people are able to recover so fast once the Carnage symbiote is yanked off them, compared to Eddie who took forever to recover from losing the Venom symbiote.

-Spidey tries to call the X-Men for backup but Carnage smashes his phone.

-Flash hears of the nearby Spider-Man battle on his phone and goes to watch the action. Carnage catches him and chops his legs off. (*Ls3Ch18 Multiplication*)

-A horrified Spidey rushes Flash to the emergency room.

-Venom decides to help stop Carnage because he only wants to kill Peter and his loved ones, not random innocents. He reveals symbiotes are weak to fire, so they use that on Carnage and the symbiote leaps off Cletus.

-Venom is also caught in the blaze and the symbiote splits from Eddie, too, while Eddie finally realizes that his hatred of Peter is irrational and the symbiote was using him. But out of spite, the

symbiote knocks Eddie into a coma.

-Marvel Girl and Professor X are unable to wake Eddie with their powers, but the X-Men tell Spider-Man to take the captured symbiotes to the Fantastic Four.

-Cletus and Frances are returned to Ravencroft, and Frances, driven mad by the symbiote, falls in love with Cletus on first sight. (*Ls3Ch19 Division*)

-Spidey meets the Fantastic Four, who insist the Skrulls and Galactus are real, but Spidey's still skeptical.

-Mister Fantastic agrees to study the symbiotes in captivity.

Fri, Apr 3, 2015:

-Good Friday.

Sat, Apr 4, 2015:

-Peter is traumatized and wracked with guilt over what happened to Flash.

Sun, Apr 5, 2015:

-Peter starts having Carnage nightmares. Happy Easter, Peter!

Mon, Apr 6, 2015:

-Flash suspects Hobie is Spider-Man, but he's actually started being the Prowler.

-The Hypno-Hustler, a mutant with weird powers, tries to brainwash the school, but Spidey easily stops him.

-Human Torch meets Spidey. They become friends and Johnny offers to let Spidey see the FF's therapist, Leo Zelinsky, for free. Spidey begins having sessions, and they help a bit.

-Spencer Smythe waltzes into the Vault (as Oscorp has full control of it) and frees his son Alistair, taking him to the Cayman Islands. Oscorp has a hidden facility there where a massive army of Spider-Slayers will be produced. (*Ls4Ch20 Trauma Therapy*)

-While he's here, Spencer places a virus into the Vault's security system. Once Ultron interfaces with the Vault's computer's, the slow-acting virus will begin to erode his mind so Oscorp can make him turn crazy and evil whenever they so choose. (*Ls13Ch92 Credentialism*)

Tues, April 7, 2015:

-The week of spring break begins. Greg Weisman wanted the Midtown High kids to go on a trip

somewhere during spring break, but I didn't do that. I ended up using next year's spring break for the vignette chapters after the Clone Saga.

May 2015

-Spidey continues to have Carnage nightmares and overworks himself crimefighting. He has therapy with Leo and hangs out with the Human Torch. The bad guys have to wait to break into the Vault until the day SHIELD takes is over from Oscorp, as there's a brief lapse in security at the changing of the guard.

-The Midtown High drama club performs *Death of a Salesman*.

-Mary Jane turns 17 at some point.

Fri, Jun 5, 2015:

-Spidey meets up with the Human Torch on the Statue of Liberty, which has been repaired by Forge, one of Xavier's students, as a gesture of peace from mutantkind.

-Spidey relentlessly hunts down criminals to the point of exhaustion. (*Ls4Ch23 Exposure Therapy*)

Sat, Jun 6, 2015:

-Ant-Man and Wasp visit the Vault because they have a way to cure subdermal armor patients. Mark volunteers but Rhino and Scorpion refuse.

-Hank has built Ultron robots to be installed in every supervillain prison in the country to curb the growing guard mortality rate.

-At the Sinister Six's hideout in Kraven and Calypso's penthouse, which has been hidden with Calypso's magic, Tinkerer arrives with Hobgoblin, who wants to help them bust out their imprisoned teammates in exchange for an alliance. (*Ch 21 Behavioral Therapy*)

-Silver Sable and Black Cat both sneak into the Vault to free their fathers. Black Cat successfully frees hers (using knockout gas to physically drag him out since he didn't want to leave of his own will last time), but Silvermane has given up and wants Sable to take over his empire instead of relying on an old man.

-The Hobgoblin frees the Enforcers and other villains from the Vault. Ant-Man and Wasp recapture some of them, including Kraven and Chameleon, but the Enforcers, Rhino, and Scorpion get away.

-Ultron is smashed by Rhino, and Ant-Man laments that he made Ultron "too nice." (*Ls4Ch22 Aversion Therapy*)

-Capt Stacy asks Peter to take a break from being Spider-Man to rest, but then they hear about the breakout on the news. Peter and Aunt May freak out because Ben's killer is now back at large. (*Ls4Ch23 Exposure Therapy*)

-Next the Sinister Six attack Ravencroft, freeing Ock and Electro. The Six hold a hospital hostage and say Spidey must come battle them alone. No other superheroes.

-At home, Gwen freaks out at this but reluctantly concedes that Peter needs to go save everyone.

-Spidey goes to battle the Six but gets his butt handed to him. (*Ls4Ch24 Physical Therapy*)

-Luckily the Avengers show up and save the day, having found a way to neutralize the Six without endangering the hostages (and it turns out Hobgoblin is a generic brainwashed mook).

-A starstruck Spidey asks to join the team, only for Cap to say he's too young and the other Avengers mock him.

-At the Vault, Rhino and Scorpion have their armor removed by Ant-Man.

-Peter returns home to find Gwen out of her mind with worry. She yells at Peter, accusing him of only being Spider-Man because he wants to become a martyr to atone for Uncle Ben's death. Then she runs off, and Peter is too exhausted to go after her. (*Ls4Ch25 Termination Session*)

Sun, Jun 7, 2015:

-Peter rests.

Mon, Jun 8, 2015:

-Gwen officially breaks up with Peter, unable to deal with the stress of him being Spider-Man. They'd been together for 48 days, about a month and a half.

-The Living Brain, an exhibit for the school's summer science fair, nearly gives away Spider-Man's secret ID, which it can calculate with its advances algorithm, but Peter manages to stop it.

-The Enforcers discover the Big Sky lounge burned down, and then they're attacked by Herman Schultz, the inventer of TriCorp's Shocker tech they stole. Spidey gets involved, and both the Enforcers and Herman are returned to Ryker's. (*Ls5Ch26 Brand Equity*)

Jun 7-July 1, 2015, 3 weeks and 4 days:

-Junior year ends on June 29th.

Thurs, July 2, 2015:

-Hobie reveals his Prowler suit to MJ to impress her. They screw around, with MJ encouraging Hobie to be reckless.

-Peter debates a bit but decides not to try and date MJ, as he still only has feelings for Gwen. (*Ls5Ch27 Complex Transactions*)

Fri, July 3, 2015:

-Peter mopes around pining after Gwen.

Sat, July 4, 2015:

-MJ and Gwen go to a Fourth of July party where they get in some trouble. Prowler bails MJ out, but because MJ has encouraged Hobie to be so reckless, his costume malfunctions. He almost falls, but MJ calls Spider-Man to save him, revealing to Peter that MJ knows his secret ID. (*Ls5Ch28 Whistleblower*)

-Spider-Man, Hobie, and MJ talk things out. Spidey lets Hobie off with a warning, then he and MJ meet up with Gwen. They explain everything to her, and then everyone returns home.

-Meanwhile, Black Cat takes blackmail pics of Peter changing out of his Spidey costume, choosing to do this on the Fourth of July so the fireworks mask her sound, making it easier to sneak around.

-It was pretty easy for Felicia to deduce Spider-Man's secret ID, especially after Venom claimed Peter was Spider-Man on the news. Pretty obvious he's Ben Parker's nephew considering how much he hated Walter. (*L5Ch29 Perfect Competition*)

Sun, July 5-7, 3 days:

-Now Gwen AND MJ know Peter's secret ID. Our holy trinity is starting to form here!

Wed, July 8, 2015:

-At the Vault, Kraven is depowered with gene cleanser. Calypso appears and frees him on the condition that Kraven successfully kill Spider-Man, or else she'll break up with him out of boredom. Kraven also has Calypso free Vermin, an experiment of Captain America villain Baron Zemo.

-Spidey is lured into the sewers, where Vermin attacks him, and then Kraven takes the weakened Spidey and buries him alive. (*Ls5Ch30 Planned Obsolescence*)

-That night, the blue spider-tracer goes off, altering Gwen to Peter's location, and she and her dad track him down to the graveyard and free him. They go to the Baxter Building, where H.E.R.B.I.E. patches Peter up and Peter sleeps.

-Peter and Gwen get back together, with Gwen realizing she loves Peter no matter how much danger he puts her in (Hope that doesn't come back to bite her or anything…).

-Kraven begins to go insane, breaking into the ESU labs and eating all the genetically altered spiders to gain Spidey's powers. (*Ls5Ch 31 Cost of Living*)

Thurs, July 9, 2015:

-Spider-Kraven goes on a rampage around the city.

-The Fantastic Four have left today to battle Annihilus in the Negative Zone, and the Avengers and X-men flew off somewhere on missions of their own. This means Spidey is the only hero around to stop Kraven.

-Note that the general public is skeptical of Annihilus's existence, but the Fantastic Four *do* have their share of true believers by now.

-Spidey feeds Kraven gene cleanser, and then Kraven tries to convince Peter to kill him in battle but Peter talks Kraven into giving up his hunt for good.

-It turns out Captain America saw the whole thing (He'd stayed behind to catch Vermin, one of his rogues gallery). He apologizes for the Avengers being jerks to Spidey earlier and says Spidey can join the team once he's turned eighteen, so long as he trusts the Avengers with his secret ID.

-Kraven is taken to Leo Zelinsky for counseling.

Fri, July 10, 2015:

-Mark, healed from his surgery and no longer Molten Man, hooks back up with MJ. (*Ls5Ch32 Intangible Assets*)

August 2015:

-Gwen's 17th birthday is on August 1st.

-Peter's 17th birthday is on August 10th.

-Even accounting for that little gap where they were broken up, Peter and Gwen have now been together for longer than Peter was ever with Liz. BREAK OUT THE CHAMPAGNE!

-The Avengers battle Thanos sometime this month. While the general public takes the Avengers' word a bit more seriously than the Fantastic Four's, there's still skeptics, and the subject is treated lightheartedly enough for toy stores to sell "Thanos-Copter" toys. (*Ls10Ch63 Developmental Milestone*).

-S.W.OR.D. is trying to slowly acclimate the public to the existence of dangerous alien life so as not to cause mass panic. (*Ls13Ch94 Liberal Arts Degree*)

Wed, Sep 9, 2015:

-First day of senior year. Spidey battles Stegron the Dinosaur-Man, another TriCorp super-mercenary who's escaped from the Zoo region of the Vault. Steggy is returned to prison.

-At the Bugle, Peter hears of the clay tablet. The Fant Four are still in the Negative Zone battling Annihilus.

-Black Cat and her dad are hiding out in Canada.

Sep 10-15, 6 days:

-Peter and Gwen date and attend school as normal.

Wed, Sep 16, 2015:

-Cap Stacy warns Peter that Black Cat might try and steal the tablet.

-Spidey protects the tablet from the Vulture, who's sent to Ryker's.

-Black Cat and her dad show up, there's an altercation, and Cap Stacy is accidentally shot and killed by Walter, trying to protect Felicia. (*Ls6Ch33 Recidivism*)

Thurs. Sep 17, 2015:

-Around midnight, Black Cat tries to blackmail Spidey by revealing she's learned his secret ID, but Spidey doesn't care. He webs her and her dad up to the police and runs back home.

-Sin-Eater kills Water Hardy.

-At home, Peter frantically drinks the last of his stored gene cleanser, thinking that removing his powers will protect his identity and keep Gwen and May safe from Tombstone. Peter passes out.

-By sunrise, he wakes up with six arms. May, Gwen, and DeWolff are at the house wanting to talk to him. (*Ls6Ch34 Plausible Deniability*)

-It's a school day, but everyone understands that Peter is not attending today due to the tragedy. Gwen stays at Peter's house. DeWolff tells Peter that they're not outing him as Spider-Man but insinuates she wants him to hang up the tights.

-Everyone thinks Peter is sleeping, but actually Spider-Man goes to the ESU labs to pay Warren a visit. Warren pretends to help but actually collects Spidey's DNA and brain map for cloning.

-This is the point where Reilly's and Kaine's memories of Peter's life end.

-Then Spidey goes to the X-Mansion, where he learns Connors is missing and there are monster-sightings in Florida. The X-Men are too busy to help, but Sophia offers to take the X-Jet with Spidey on a mission to rescue Connors and remove Peter's extra arms. (*Ls6Ch35 Armed Assault*)

-Spidey and Chat take the X-Jet, arriving in Florida by evening. They rescue Connors and cure Spider-Man, but Morbius is killed in a battle with them.

-Also, Peter asks Jean to use her powers to mind-wipe Black Cat and all the officers who she told Spidey's secret ID to. It's very lucky that Jean manages to mind-wipe DeWolff before she can report back to Fisk. Some might even say it's a bit contrived. Heh heh… heh…

Fri, Sep 18, 2015:

-Peter returns home early in the morning with May asleep and not noticing anything out of place. Peter and Gwen can now mourn her dad's death properly. Peter again skips school. (*Ls6Ch36 Disarmament*)

Sat, Sep 19, 2015:

-Capt. Stacy's funeral is held.

Sun, Sep 20, 2015:

-The next morning, Spidey meets with DeWolff and learns of Sin-Eater.

Mon, Sep 21, 2015 :

-Peter feels up to going to work but not school. Jameson blames Spider-Man for Capt Stacy's death. At Fisk's charity event for F.E.A.S.T. in Chinatown, Spidey tussles with Sin-Eater and meets Daredevil. (*Ls7Ch37 Apologetics*)

-Felicia escapes Coral Moon and goes to a safe house to grab her spare costume and gadgets.

-By that evening, Sin-Eater attacks Dewolff but is defeated by Spidey and Black Cat.

-Cat turns herself in and Daredevil asks Spidey to help him take down Tombstone.

-Rand learns Janice is Tombstone's daughter.

-By now, DeWolff is being blackmailed into working for Fisk. She wanted Spidey to defeat Sin-Eater because he tried to assassinate Fisk. (*Ls7Ch38 Original Sin*)

Tues, Sep 22, 2015:

-Peter and Gwen vow to get married as soon as they're both 18.

-Peter feels up to going to school but Gwen doesn't.

-At the Bugle after school, Peter sees Rand and his dad arguing about Tombstone.

-That night, Spidey decides to spy on Rand and discovers that Rand plans to attend Janice's yacht party against his father's will. (*Ls7Ch39 Holy Matrimony*)

Wed, Sep 23, 2015:

-After school, Spidey learns that Tombstone bought his merchandising rights from the wrestling company and Spidey's pissed.

-Tombstone hires the Beetle as his bodyguard and orders him to test his prowess by assassinating Hammerhead.

-Hammerhead got back together with Silver Sable and has been hiding in her safe house. However, today, Hammerhead and Sable have left the safe house to catch a plane to Symkaria to fulfill Sable's promise to her dead grandfather to hunt Nazis and Hydra agents.

-Beetle attacks their armored car. Spidey joins the battle, but Hammerhead is ultimately killed and Beetle escapes. (*Ls7Ch40 Propitiation*)

Thurs, Sep 24, 2015:

-Gwen feels up to going to school but gets into a fight with another girl who calls cops pigs. She is suspended and must be picked up by a surprised and worried Aunt May.

-Meanwhile, DeWolff discusses the plan with Daredevil and Spidey to get both Tombstone and Kingsley arrested.

-Peter catches Rand after football practice and gets an invite to the party.

Fri, Sep 25, 2015:

-Janice's birthday party is held on a yacht. The plan is to "sail around all weekend."

-Sable attacks the party, and a fight breaks out with Daredevil showing up and Janice stealing the Beetle armor (*Ls7Ch41 Backsliding*).

-Silver Sable, Tombstone, and Janice are all arrested. Tombstone learns Daredevil's secret ID but the public doesn't believe him and Matt takes the accusation to court.

Sep 26-27, 2015, 2 days:

-Gwen continues to process her dad's death.

Mon, Sep 28, 2015:

-Now that Tombstone, the Manfredis, and the Green Goblin are permanently out of the picture, Wilson Fisk rises to power as the Kingpin (*Ch 42 Salvation*).

October-November 2015

-Gwen finishes mourning and gradually adjusts to her new life living with Peter and Aunt May.

Tues, Dec 15, 2015:

-Peter and Gwen marathon the Star Wars movies plus The Clone Wars TV show. This would take about three days.

-At this point, Gwen really, really wants to have hanky-panky with Peter. With her dad gone, Peter's just about all Gwen has, and so her devotion to him is stronger than ever. However, as much as Peter wants to get laid, they did promise Aunt May they wouldn't take advantage of Gwen living here, so they hold off for now.

Dec 16-17, 2015:

-The Star Wars marathon continues.

Fri, Dec 18, 2015:

-The Force Awakens hits theaters.

-Mysterio is arrested and Peter telepathically meets Madame Web (*Ls8Ch43 Psychosis*).

Jan 2016

-You've probably noticed I put a lot of time skips around this part. Mostly I just wanted to move well past Gwen mourning her dad so the story wouldn't get overly angsty and because I wanted Peter, Gwen, and MJ to get a bit older already. I obviously don't have time to fill in every detail of Spider-Man's high school adventures like an actual long-running TV show would've, but hey, maybe I'll go back someday and fill in the gaps, Untold Tales of Spider-Man style. No harm leaving myself some free spaces on the timeline in case I ever get any really good story ideas.

Thurs, Feb 11, 2016 :

-Peter promises to be at Gwen's band recital and they plan to meet May's boyfriend. Peter and Gwen visit the comatose Eddie, which they've been doing regularly.

Fri, Feb 12, 2016 :

-At breakfast, Peter and Gwen discover that May has been dating Doc Ock. Madame Web contacts Peter again and reminds him of his rescue mission to defeat Kingsley and save her (Peter had assumed she was just a crazy dream before).

-What's worse, Otto strongly suspects Peter is Spider-Man based on his reactions and remembering how Eddie always insisted that in Ravencroft.

-Xavier and Jean could wipe that knowledge from Ock's mind, but they're gone to a mutant rights conference in Washington, D.C.

-Peter has Firestar watch over Gwen and May while he hunts for Madame Web. (*Ls8Ch44 Cinderella Effect*)

Sat, Feb 13, 2016 :

-Spidey learns from some goons about the Kingpin but assumes Kingsley is Kingpin because of the "king" part.

Sun, Feb 14, 2016:

-I know there was already a Valentine's Day episode, but it was just so fitting for an Otto/May romance arc…

-Liz mentions MJ and Mark are getting an apartment together. At some point prior, MJ got emancipated despite being 17 and left her parents' home, which would imply her dad did something abusive enough to legally warrant that. Around this time, MJ loses her virginity to Mark, which will ultimately become a source of shame and regret for her after their nasty breakup and contribute to her fragile emotional state (The age of consent in the state of New York is 17, by the way, so neither of them is underage).

-Spidey tracks down Madame Web but gets his butt kicked by an army of Hobgoblins.

-Gwen's band recital is today. Peter misses it because he's fighting the Hobgoblins, though. (*Ls8Ch45 Classical Conditioning*)

Mon, Feb 15, 2016 :

-The fight with Hobgoblin lasts past midnight. Peter gets home and butts heads with Otto, upsetting May. Madame Web gives Peter some stern advice in a dream sequence. (*Ls8Ch46 Psychoanalysis*).

-Xavier and Jean return this evening.

-Peter makes peace with Otto, and they concoct a scheme to defeat Kingsley,

-But then Peter learns May blames herself for Ben's death, prompting Peter to confesses his guilt to her. This causes May to finally piece together that Peter is Spider-Man, and she breaks up with Otto.

-Otto pretends everything's fine and helps defeat Kingsley, but then he uses the machine controlling Madame Web's to body-swap himself with Peter for some sweet, sweet revenge (Since he has no tentacle arms right now, this is the best way to make himself threatening and stuff). (*Ls8Ch47 Projection*)

Tues, Feb 1 6, 2016 :

-Spidey teams up with the X-Men to fix things. (*Ls8Ch48 Superiority Complex*)

-Otto in Peter's body ("SpOck") kidnaps one of Xavier's students, Rogue, who has the ability to drain and copy other people's powers. By putting Rogue into the machine that'd controlled Madame Wed, SpOck can transfer the neurological pattern of *Peter-in-Otto's-body*'s Inhibitor Chip into himself, allowing him to have more tentacle arms. (*Ls8Ch49 Multiple Personality Disorder*)

-But Spidey and the X-Men put a stop to them. Everyone's returned to their correct bodies.

-Kingsley, Otto, and Electro are arrested and Electro is cured of his condition, becoming plain old Max again (I believe Greg Weisman had intended for Dr. Connors to make the cure, but I used the machine that controlled Madame Web's powers to do it for the sake of plot efficiency).

-The X-Men destroy the machine because they feel it's abusive to mutants.

-Madame Web returns to her family.

-Around 4:00 P.M., Peter confesses to May that he's Spider-Man. (*Ls8Ch50 Developmental Psychology*)

Feb 17-19, 2016, 3 days:

-Aunt May takes some time to process Peter being Spider-Man and her breakup with Otto.

Sat, Feb 20, 2016:

-Peter and Gwen go on a double date with MJ and Mark. Spidey stops a carjacking.

Sun, Feb 21, 2016:

-The Bugle blames Spider-Man for the carjacking, and May cancels her subscription.

-Liz visits MJ's and Mark's new apartment and raises concerns Mark is gambling yet again. MJ and Mark have an argument but quickly make up, showing the instability of their relationship.

Mon, Feb 22, 2016:

-In Ryker's, Rhino and Scorpion suddenly regenerate their armor. Spidey defeats them, and then Ant-Man arrives to inform him that Molten Man's armor could regrow the same way, so they rush over to find a freaked out Molten Man chasing after Mary Jane, thus putting her life in danger and ending their relationship for good. (*Ls9Ch 51 Fertilization*)

-With nowhere else to go, MJ is allowed to stay at the Parker household. (*Ls9Ch52 Zygote*)

Tues, Feb 23, 2016:

-Spider-Man battles the Kingpin's forces and, after a close call, scares Aunt May, who reveals she wants to move away from Manhattan.

-Now that she knows he's Spider-Man, May realizes she's been mollycoddling Peter and he can handle having an apartment for college. The kids start apartment-hunting and strongly encourage May to move to Pennsylvania with her new boyfriend, Dr. Bromwell, to keep May away from Manhattan, the supervillain capital of the world.

Feb 24-Mar 16, 2016, 22 days:

-Peter, Gwen, and MJ apartment hunt while May makes her plans to move. She does have some reservations about them living without adult supervision so young, but they manage to convince her they can handle it and it's okay.

Thurs, Mar 17, 2016:

-Peter's and Gwen's one year anniversary (not counting that teeny little gap where they broke up). But also the anniversary of Harry becoming the second Green Goblin.

Fri, Mar 18, 2016:

-Reilly is born and is quickly brainwashed by Warren. Reilly is physically 17 years and 1 month old, though her literal age is about six months. (*Ls9Ch56 Parturition*)

-Peter and Gwen plan to share an apartment with MJ.

- returns from Europe.

-Warren calls Emily Osborn to inform her that Reilly has been fully gestated and Emily requests a demonstration of her powers. (*Ls9Ch53 Prenatal Development*)

Sat, Mar 19, 2016:

-Reilly fights spider-slayers to prove her prowess to Oscorp. She befriends Harry, and both of them attend a fresh hypnosis session together. (*Ls9Ch57 Capacity to Consent*)

-Jackal beings gestating Kaine, and the process is much faster and more slipshod this time, leading to deformities.

Mar 20-24, 2016, 5 days:

-The apartment plans are finalized.

-Reilly deals with life in Warren's captivity.

Fri, Mar 25, 2016:

-Good Friday, no school.

Sat, Mar 26, 2016:

-Peter, Gwen, and MJ move into an apartment together, while Aunt May and Dr. Bromwell move to Pennsylvania. Reilly sees Peter, Gwen, and MJ for the first time and is spooked.

Sun, Mar 27, 2016:

-Peter and Gwen lose their virginity to each other.

-During this time, Reilly starts to unknowingly experience PMS.

Mon Mar 28, 2016:

-Gwen tells Aaron Warren of Miles Warren's mystery girl, and Aaron gets suspicious. (*Ls9Ch 54 Abstinence*)

-Warren transforms into the Jackal for the first time to kill his brother because he knows too much, then calls to tell Gwen he's sick and can't come to the lab today.

-Note that Warren became Jackal by mixing the mammal mutation serum with Globulin Green, which is why his fur is green. It also caused him to develop his own split personality, "the Jackal." This is why he suddenly wants to murder Gwen later despite his twisted affection for her. (*Ls9Ch 57 Capacity to Consent*)

Tues, Mar 29, 2016:

-They have a sub in biology. At the internship, Dr. Warren plays innocent about his brother. Gwen's not brave enough to ask about the mystery girl.

Wed, Mar 30, 2016:

-They have the biology sub again today.

Thurs, Mar 31, 2016:

-They have the bio sub again.

-MJ reveals her career as a supermodel. Peter and Gwen have an argument because Peter hurt her during sex and freaked out. (*Ls9Ch54 Abstinence*)

Fri, Apr 1, 2016:

-Peter and Gwen have time to swing by the apartment before their internship. At home, MJ is lonely, and Peter and Gwen comfort her. MJ reveals that she'd be "down for" having a threesome with them but then plays it off as an April Fools' joke. It's awkward now and Peter and Gwen

leave for their internship while MJ goes to bed early.

-At the internship, Peter is called away to the Bugle, leaving Gwen alone with Dr. Warren and Debra. Warren starts to creep Gwen out, angry Gwen told his brother about Reilly and threatening to blacklist Peter and Gwen (Warren did not do this earlier because this is the first time Gwen is alone with him since it happened).

-Gwen leaves the lab but forgot her purse and returns for it. The Connors gave Peter and Gwen spare keys, which Warren didn't know about, and so Gwen comes into the lab and surprises Warren halfway through having sex with Debra. Debra leaves, and Warren locks Gwen in the lab with him. He's about to either molest her or kill her (I tried to leave it ambiguous), but Gwen steals his gun and shoots him in the shoulder. But Warren survives because of his Jackal serum, transforming into the Jackal.

-Reilly saves Gwen and Gwen returns home with Peter and MJ, both concerned for her. Meanwhile, Reilly is trapped outside in the freezing rain. (*Ls9Ch55 Postpartum Disorder*)

-Now Peter, Gwen, and MJ are stuck at home since Peter is the only one available to guard the girls from Jackal, who knows where they live and is at large.

-Reilly goes to the F.E.A.S.T. homeless shelter and befriends Mr. Li. She dons a makeshift Spidey costume.

-Meanwhile, Jackal runs to the hidden lab beneath the car body shop, where he begins gestating Kaine on orders from Emily.

Apr 2-3, 2016:

-Spider-Man spends all weekend searching for Jackal but to no avail. Jackal continues gestating Kaine. Scarlet Spider continues fighting crime. Gwen and MJ skip work this weekend, instead chilling at the apartment.

-Harry mentioned he has to go to another of Fisk's charity balls this Sunday. As hinted way back in chapter 2, Oscorp is forging ties with Kingpin. (*Ls9Ch54 Capacity to Consent*)

Mon, Apr 4, 2016 :

-The Daily Bugle dubs Reilly "the Scarlet Spider."

-At school today, MJ drops out of drama club, and Peter, Gwen, and MJ learn that Professor Warren is dead. (*Ls9Ch58 Body Image*)

-Gwen freaks out and they leave school early.

-At home, they're visited by MJ's dad who acts like a jerk and upsets MJ. Peter and Gwen comfort MJ, saying they know she puts on a happy facade and they want her to be emotionally honest with them so they can help her. But MJ takes this too far by kissing both of them on their mouths, causing them to freak out a bit. MJ is overcome with shame, feeling like she's a whore, and she locks herself in her room.

-Just then, Peter is called off to deal with the idiotic Rocket Racer. Gwen goes into her room to practice saxophone to help herself think. By the time Peter comes back and Gwen leaves her

room, MJ has run away from home and Peter and Gwen go after her.

-MJ runs into Scarlet Spider, who reveals herself to everyone. (*Ls9Ch59 Coming Out*)

-There's a battle and Jackal ends up getting killed, and our heroes learn Smythe is still at large. (*Ls9Ch60 Contractions*)

-Scarlet is taken to the X-Mansion where she's freed of brainwashing by Xavier and meets X-23, a fellow clone.

-At the apartment this night, Reilly gets a better costume and dyes her hair blonde.

-Also, Gwen confesses to Peter about her bi-curiosity and almost-date with MJ. Peter assures Gwen it's okay and he accepts her no matter what, but then they don't talk about any of this again for a while.

-Meanwhile, Kaine is born. Physically, he is 17 years and 1 month old like Reilly, but literally he's a mere 17 days old. (*Ls9Ch61 Puerperium*)

Tues, Apr 5, 2016 :

-Reilly suffers her first period. She-Hulk helps get Reilly a legal ID

-After school, the Spider-Family plans what to do about Oscorp and go to the X-Mansion to ask for help dealing with Judas Traveller without drawing Oscorp's ire. Now they have a week before the X-Men initiate the plan.

-Meanwhile, Emily orchestrates a rivalry between Harry and Kaine. She gets re-brainwashed by Traveller. (*Ls10Ch63 Developmental Milestone*)

-Reilly and Laura go off (Prof X forces Laura to though) and bond during an adventure. Laura advises Reilly to move on from pining after Gwen. (*Unused Vignette – "Clone Besties"*)

-That night, Reilly and Gwen visit the grave of Gwen's dad, where Gwen helps Reilly to move on despite her unrequited feelings for Gwen. (*Ls10Ch63 Developmental Milestone*)

Wed, Apr 6, 2016:

-Spring break begins.

-Spider-Man and Scarlet Spider catch the Chameleon. (*Unused Vignette – "Really Reilly"*)

-Peter and Reilly attend Midtown High's Macbeth dress rehearsal, though Harry refuses to talk to them. The other drama students meet Reilly.

Thurs, Apr 7, 2016:

-Reilly's period ends around this time, but now MJ gets stomach cramps.

-At today's modelling gig, Bruce hits on MJ.

-Spider-Man saves a baby from a house fire, making him late to the school's spring band recital. Gwen does better this time because MJ is in the audience. When Gwen pushes MJ to go to therapy, MJ deflects the subject by tickling Gwen despite Gwen's protests. Peter sees this and takes MJ aside to call her out on her impulsive nature. MJ agrees to go to therapy after all.

Fri, Apr 8, 2016 :

-At today's shoot, MJ rejects Bruce's advances.

Sat, Apr 9, 2016:

-The Spider-Family continues to rest and adjust to Reilly's existence.

Sun, Apr 10, 2016 :

-Midtown High's production of Macbeth begins.

-Reilly and MJ go on a date, but MJ is still afraid of committing to a relationship, and also Reilly's nature as a clone makes MJ emotionally confused, so she friend-zones Reilly.

Mon, Apr 11, 2016:

-The Spider-Family gets shawarma. Then they drive three hours to Aunt May's house, arriving right at bed time. Meanwhile, Kaine follows them, leaving a trail of criminals with the Mark of Kaine on their face. (*Ls10Ch64 Personal Responsibility*)

-May is introduced to Reilly.

-That night, the X-Men execute their plan and successfully capture Judas Traveller, but he mind-zaps himself into a coma to protect Oscorp secrets.

-Meanwhile, the Spider-Family visits with Aunt May. May gives Peter her wedding ring to eventually propose to Gwen with. That night, the Spider-Family is visited by Kaine, who threatens them if they mess with Oscorp again. (*Ls10Ch65 Nuclear Family*)

Tues, Apr 12, 2016:

-The confrontation with Kaine probably passes midnight at some point.

-The Spider-Family deals with the aftermath of Kaine's attack and spend more time with Aunt May.

-The Spider-Family takes the three-hour drive back from Aunt May's house to their apartment.

Wed, Apr 13, 2016:

-Spring break ends.

-Midtown High's production of Macbeth ends.

Thurs, Apr 14, 2016:

-School is in session again.

May 2016:

-During this month, Kaine drops by every so often to tell Spider-Man and Scarlet Spider which crimes they can't stop without incurring Oscorp's wrath, to their great frustration.

-MJ turns 18 sometime this month.

Fri, Jun 24, 2016 :

-Oscorp steals used Iron Man parts for the Iron Patriot armor. Spider-Man tries to stop them but Kaine prevents him under threat to Spidey's loved ones.

Sat, Jun 25, 2016:

-The Fantastic Four finally return from the Negative Zone, but Doctor Doom's Doombots attack the Baxter Building. (*Ls11Ch66 Anthropogenic Impact*)

-Both symbiotes escape in the chaos. (*Ls11Ch67 Invasive Species*)

-Human Torch starts dating Scarlet Spider.

-The Venom symbiote hitches a ride on Flash's wheelchair.

-The Carnage symbiote bonds with a pigeon. (*Ls11Ch68 Pair-Bonding*)

Sun, Jun 26, 2016 :

-High school graduation. The Spider-Family learns of MJ's infant sister, Gayle.

Mon, Jun 27, 2016:

-Flash get prosthetic legs that are actually Venom. That night, he realizes this. Spidey has a brief tussle, he explains the nature of the symbiote, and then the symbiote reveals itself to Flash, giving him Peter's and Eddie's memories to get Flash up to speed on things. (*Ls11Ch69 Potential Niche*)

-Venom decides to take down Oscorp on his own to gain Peter's trust. (*Ls11Ch70 Ecosystem*)

Tues, Jun 28, 2016:

-Carnage bonds with a dog and mauls its owner in Central Park.

-Peter visits the Thompson house and confirms Flash is now Venom.

-Venom tries to get DeWolff to tell him who Kingpin is but is stopped by Scarlet Spider. Venom inadvertently admits he was bluffing about killing DeWolff, so she'll no longer tell him Kingpin's name, and so Venom instead decides to go after the Osborns directly at their penthouse. I guess Venom doesn't go straight there, though. Not sure how he spends the rest of today. Maybe he takes a break for now, as the symbiote's acting sick (due to the Negative Energy).

-Martin Li awakens in the hospital, having transformed into Mister Positive. He realizes he can heal people.

-Peter, Gwen, and MJ learn from a tabloid that Reilly made out with Johnny the other day. Gwen and Peter have a talk about his latent bisexuality, while MJ preps Reilly for her date at 8 o'clock tonight.

-Reilly and Johnny go out at eight, and Reilly confesses her nature as a clone to Johnny. He accepts this. (*Ls11Ch71 Mutualism*)

Wed, Jun 29, 2016:

-At breakfast time, Venom attacks the Osborn Penthouse and gets his ass kicked by Kaine. The symbiote gets knocked out so Flash can't walk, and he calls Sha Shan for help, but she freaks when he reveals he's Venom. This convinces Flash to remove the symbiote. (*Ls11Ch74 Food Chain*)

-At 8AM, Reilly returns to the apartment to get ready for work. She sees MJ there and they end things between the two of them for good, but there's still some wistfulness here.

-Peter and Gwen went to the ESU lab earlier to greet the Connors family, who've regained ownership of the lab with Warren dead. Eddie shows up, too, having been awakened by Mister Positive. All three of them are given lab assistant jobs. (*Ls11Ch71 Mutualism*)

-Peter, Gwen, and Eddie hang out and do some catching up. Eddie regains their trust. They retrieve his things from storage.

-Reilly is said to go to work at Burger King sometime today.

-Eddie butts heads with MJ because they dated when MJ was way too young for him. Peter and Gwen take MJ's side, and Eddie storms off. This pushes him into wanting the symbiote again. (*Ls11Ch73 Energy Pyramid*)

-When Peter gets the phonecall from Flash, Spider-Man and Venom swing off to the church, and Eddie sees them and follows on his motorcycle. The symbiote is removed from Flash, but it escapes and bonds with Eddie.

-Scarlet Spider, Mister Fantastic, and Human Torch confront Mister Positive about the unforeseen

consequences of his powers, but their stalling prevents him from saving a child in the ER from death, making Mister Positive flip out and transform into Mister Negative. (*Ls11Ch 74 Food Chain*)

-Venom becomes Anti-Venom due to Mister Negative's powers. (*Ls11Ch75 Coevolution*)

-Mister Negative and Anti-Venom are sent to Ravencroft.

-The Spider-Family plus Flash returns to the apartment to sleep. (*Ls11Ch76 Biome*)

-Meanwhile, Harry finds more Green with Smythe's instructions and becomes the Green Goblin again. He attacks Kaine but is defeated, but since Kaine almost kills him, Emily turns on Kaine. Kaine is freed of his brainwashing and escapes.

Thurs, Jun 30, 2016:

-This morning, Shriek develops powers. She, Cletus, Mr. Negative, and Anti-Venom form the Carnage-Family and go off on a spree, turning people into Inner Demons to cause chaos. (*Ls11Ch77 Carrying Capacity*)

-They go to a nearby mall to get food and clothes, then head to Central Park to look for the Carnage-dog (which Mr. Negative knows about because Mr. Positive healed a guy who was mauled by it). Cletus says its been forty-five minutes and they've only killed six people. Most people they encounter are turned into Inner Demons to distract the heroes.

-The Spider-Siblings and Fantastic Four learn of this and confront the Carnage-Family in Central Park. Anti-Venom and Mister Negative are cured, Shriek is killed, and Reilly is mauled by Carnage. (*Ls11Ch78 Carnivore*)

-Carnage leaves Manhattan and Kaine chases after him. Flash is taken in by SHIELD to become Agent Venom. The Spider-Family makes their peace with Eddie.

Fri, July 1, 2016:

-Peter, Gwen, and Eddie get a flight to Washington DC, visiting the Smithsonian to help mend things with Eddie, who regrets everything he's done.

-Before leaving, Peter and Gwen get carried away and do a big dramatic three-way kiss with MJ, totally unplanned. Then they run off to the plane all embarrassed. (*Ls11Ch79 Herbivore*).

Sat, July 2, 2016:

-MJ is lonely and anxious all weekend, really missing Peter and Gwen. Reilly is still hospitalized and stuff. MJ goes to audition as an extra in Wicked and impresses the director.

Sun, July 3, 2016:

-Peter and Gwen return home. They and MJ don't talk about the airport kiss at all, though.

July 4-29, 2016, 26 days:

-The trio continues life as normal. Peter reluctantly decides to leave Kingpin alone since Oscorp is threatening his loved ones.

Sat, July 30, 2016:

-Mister Fantastic and Invisible Woman get married. (*Ls12Ch81 Commencement*)

Sun, July 31, 2016:

-Peter plays Pokemon Go, which is still a fad at this point in time.

-MJ's dad tells her that her mom's not doing so great in the hospital, but MJ brushes him off.

Mon, Aug 1, 2016:

-Gwen turns 18.

-Peter, Gwen, and MJ to finally talk things out regarding their mutual attraction to each other. Peter and Gwen worry that, while a threesome is appealing for purely hedonistic reasons, it'd ultimately be emotionally unfulfilling for MJ, so they decide not to do it.

-But then Ultron's drones invade Manhattan. (*Ls12Ch82 Magna cum Laude*)

-Captain America saves Peter, Gwen, and MJ from the Ultrons. Gwen and MJ are taken to safety in a Quinjet while Spider-Man gets to finally join the Avenger.

-He's given the Iron Spider suit, but Peter realizes this is the Avengers' way of keeping him safe since they still think he's a dumb kid, and he feels patronized.

-Meanwhile, the horror of a robot invasion prompts Gwen to soften her stance on the threeway. She admits to MJ that she worries one or more of the three of them will get killed eventually, and she believes that they need MJ there to reduce the chances that someone ends up alone.

-The head Ultron is revealed to be in Slorenia, a European nation. The Avengers all go there, but Spidey's left behind to clear out the remaining drones in Manhattan because the prime Ultron is too dangerous. Ant-Man also stays behind, wrought with guilt for having created Ultron. (*Ls12Ch83 Cap and Gown*)

-Jameson's wife was injured by the Ultron drones and is in critical condition, causing him to lash out even harder at Spider-Man.

-Living Brain joins the robot uprising and manages to unmask Spidey in front of Jameson. Jameson doesn't reveal Peter's secret to the world but does fire him for unethical journalism practices, and he at least tells Robbie the truth.

-With the last of the drones cleared out, Spidey's Iron Spider suit is destroyed, and Peter, Gwen,

and MJ search for a motel, as their apartment got smashed by drones. They only manage to find a one-bedroom place extremely late at night. MJ wants to sleep on the floor but Peter and Gwen insist she can share the bed with them, and she's too sleepy to argue (See how I carefully contrive events here so the threesome doesn't come across as any one character's "fault?")

Tues, Aug 2, 2016 :

-The three wake up in bed together. Gwen reveals that she and MJ talked about it for a long time and decided Gwen is willing to try and have a three-way relationship with MJ. Peter agrees, ostensibly because he wants MJ to be happy, but he later admits that he might have accepted for more shallow reasons. He IS a teenage boy, after all.

-Even after the three of them wake up, they don't leave their motel room to get breakfast for over six hours. They were… sleeping in.

-But when they do finally emerge, they learn that the Avengers supposedly died battling the prime Ultron. In reality, though, Wasp managed to shrink the team into the Microverse in time to escape the bomb blast, and the Avengers are trapped there for the next couple days, including their newest member, the Vision, Synthezoid son of Ultron. (*Ls12Ch84 Senior Breakfast*)

Wed, Aug 3, 2016:

-Damage Control repairs the apartment, so Peter, Gwen, and MJ return home. They're in a three-way relationship now, but they're in the euphoric phase of it and are never really given time to leave that phase and develop anything more concrete before it all goes to hell later on.

-MJ reveals she smuggled in wine and the three of them get drunk (in honor of the Avengers). But then Spider-Man is called away to battle Big Wheel, who reveals himself as an ex-TriCorp exployee who was behind Rocket Racer. Spidey beats him but gets hurt in the battle and nearly loses civilians. He returns home to tell MJ he can't drink ever again. This is the first small seed of MJ's overall displeasure with Peter being Spider-Man.

Thurs, Aug 4, 2016:

-While at their lab assistant jobs for the Connors, Peter and Gwen are given more gene cleanser, not only in case a genetically-altered supervillain attacks, the Connors say, but in case Peter ever wants to quit being Spider-Man. Peter insists he never will, but Mary Jane happens to be there and she now knows about the gene cleanser.

Fri, Aug 5, 2016:

-With the Avengers out of the way and the city vulnerable, Oscorp initiates its scheme, sending an army of Jack O'Lantern thugs to attack Manhattan, led by Emily, the Lady Goblin. (*Ls12Ch85 Alumnae*)

Sat, Aug 6, 2016:

-Green Goblin (Norman) shows up in the Spider-Family's living room, threatening to kill all Peter's loved ones if Spider-Man shows up to today's battle.

-Without Spidey or the Avengers, the remaining heroes are overwhelmed, but then the Dark Avengers show up to "save the day," becoming beloved heroes.

-Iron Patriot meets with Spidey and reveals himself to be Harry. Spider-Man is forced to join the Dark Avengers. (*Ls12Ch86 In Absentia*)

Sun, Aug 7, 2016:

-The Dark Avengers have a press conference in which Spidey announces his membership. Another member is a clone of Thor created with Warren's tech, and another is Hank Pym, the former Ant-Man, now "Yellowjacket," a split personality caused by feeding him Globulin Green gas. With these respectable superheroes on the team, the public trusts the "New Avengers."

Mon, Aug 8, 2016:

-Peter, Gwen, and MJ continue to savor their happiness while it lasts. The poor bastards.

Tues, Aug 9, 2016:

-Spidey and the Dark Avengers battle Stegron, who's brought an army of Savage Lands dinosaurs to Broadway. A stray Velociraptor manages to escape and becomes a part of New Yorker legend.

Wed, Aug 10, 2016:

-Peter turns 18.

-Reilly wakes up from her injuries and is highly suspicious of Spidey being on the Dark Avengers team. She asks Invisible Woman to spy on Peter, Gwen, and MJ. She learns the truth and takes them, Reilly, and Aunt May to the Fantastic Four's safe house. S.H.I.E.L.D. will keep an eye on the loved ones not in on Peter's secret and stuff.

-Now Spider-Man can go kick Oscorp's butt freely. (*Ls12Ch87 Walking*)

-Spidey and the FF run to the Bugle to expose the Dark Avengers, but Spider-Slayers attack. Spidey and Jameson are captured and put into a death trap, which finally helps Jameson realize Peter is hero and stuff. Agent Venom arrives to help them escape the death trap, and they rejoin all the other superheroes battling Spider-Slayers.

-S.H.I.E.L.D. shows up to arrest the Dark Avengers, as Alistair was stupid enough to leave video evidence for them to find when Agent Venom sent agents into Smythe's secret lair where Spidey and Jameson had been held. The Dark Avengers declare all out war, summing their Spider-Slayers and Jack O'Lanterns to raze the city. (*Ls12Ch88 Baccalaureate Service*)

-All the superheroes gather in central Manhattan, except for some miscellaneous D-listers who

form the Defenders over in Hell's Kitchen because I just didn't wanna deal with all those guys.

-Emma Frost, now a reformed X-Man, helps free Harry from Judas Traveller's brainwashing, and Harry goes to save his mom. (*Ls12Ch89 Encaenia*)

-Harry attacks Spencer Smythe in his Spider-Slayer mecha, leaving Spencer comatose. A furious Alistair is defeated, to be sent to Ryker's.

-The Avengers arrive to battle the Dark Avengers, having finally escaped the Microverse. Thor's clone, Ragnarok, is killed, while Yellowjacket is knocked out so Hank can be cured.

-Lady Goblin is accidentally killed, and a crazed Norman blames Spider-Man. (*Ls12Ch90 Diploma*)

-Harry surrenders and is sent to Ravencroft.

-Green Goblin uses his suit's new cloaking device to turn invisible. Spider-Man doesn't realize this and panics, thinking Gobbie is somehow able to break into the FF's safe house. Thus, Peter leads Norman straight there, allowing him to snatch up Gwen.

-During the struggle, Green Goblin impales himself on his own glider, but not before tossing Gwen off a bridge, where she's killed by Spider-Man's own web. Gwen dies right at midnight. (*Ls12Ch91 Final Exam*)

Thurs, Aug 11, 2016:

-Peter flips his shit and lashes out at the other superheroes, and then at Mary Jane. Despite this, MJ chooses to stay with Peter at his time of need.

-Gwen's funeral is arranged while everyone grieves. Her relatives fly in from England.

-Gwen's death is highly publicized by the media since it was caught by news cameras, and it leads to the push of the Superhuman Registration Act (which Kingpin secretly had a hand in making in order to keep the superheroes in line).

-Rand and Sally get back together and go to counseling over Gwen's death.

-Professor X uses Cerebro to wipe the knowledge of Peter's secret ID from all the arrested Oscorp stooges, who'd previously telepathy-proofed themselves. This way, Kingpin does not know who Spider-Man really is.

Fri, August 12, 2016:

-Glory and Kong go to therapy, too.

-So do Sophia and Emma.

Sat, Aug 13, 2016:

-Ned Lee and Betty Brant go to therapy, too, and decide to get married.

-Flash and Sha Shan also go to therapy, where Sha Shan reveals she's proud of Flash for being a superhero.

-Black Cat goes to therapy, too, as she's volunteered to do community service for S.H.I.E.L.D. if they let her out of Coral Moon.

-Tombstone also accompanies Janice to her therapy session.

Sun, Aug 14, 2016:

-Jameson goes to therapy, too.

-So does Debra Whitman.

Mon, Aug 15, 2016:

-Liz starts visiting Harry in Ravencroft, and their relationship blossoms.

Tues, Aug 16, 2016:

-Gwen's funeral is held. (*Ls13Ch92 Credentialism*)

Wed, Aug 17, 2016:

-Some of the mourners stay at Gwen's grave in Long Island until dawn.

-Scarlet Spider moves to San Francisco to start her own life, going as far as to get a face lift so she's no longer identical to Peter.

-Once they return home, Mary Jane learns that Peter intends to continue being Spider-Man despite what happened, and so she starts slipping gene cleanser into all his drinks, causing his powers to gradually fade.

-Kaine, having hunted Carnage to Houston, Texas, hears of Gwen's death on the news and flips out. (*Ls13Ch93 Minimum Wage*)

-Peter yells at Captain America, who wants him to keep being a superhero. Then he yells at Matt, who begs for his help stopping Kingpin, who's made Matt homeless. Then he yells at Reed Richards, who tells him that, in the crazy Marvel universe, Gwen COULD come back from the dead but SHOULDN'T come back from the dead for various reasons. (*Ls13Ch94 Liberal Arts Degree*)

-Peter goes to the Sanctum Sanctorum to try and speak with the dead, but he's turned away at the door, and then he stupidly breaks in and grabs a random magical artifact, the Wand of Watoomb. Peter was allowed through the Sanctum's wards by Death, the Marvel Universe's Grim Reaper, object of Thanos's desire and Deadpool's girlfriend.

-Death has taken a special interest in Peter's because he's narrowly escaped her grasp so many

times, and now she can tell that deep down, Peter wants to die to be with Gwen.

-The Wand of Watoomb shows Peter visions of dead loved ones, but whether these visions are really them or just illusions, I left deliberately unclear. The vision of Gwen tries to warn Peter about Death.

-Peter freaks out and decides he's had enough. He burns his Spider-Man costume and vows to be Spider-Man no more.

-Kaine manages to murder Cletus, but not before Carnage gives him a fatal wound. Right before he'd die, Kaine steals the Carnage symbiote. In his grieved state, Kaine thinks he can control it. The symbiote keeps Kaine alive but also makes him murderously insane. Carnage-Kaine makes his way gradually from Houston to Manhattan. (*Ls13Ch95 Dead-End Job*)

Aug 18-28, 2016, 1 week and 4 days:

-Peter moves to the Ditkovich's apartment complex while MJ moves to a condo. She gets rich while Peter gets poor. Peter isolates himself from the rest of the world.

Mon, Aug 29, 2016:

-Peter begins freshman year at ESU.

-MJ starts leaving Peter daily voicemails, concerned for him, but he doesn't respond because he's too busy moping.

Aug 30-Sep 1, 2016, 3 days:

-MJ continues leaving voicemails.

Fri, Sep 2, 2016:

-Peter finally decides he's had enough moping and starts hanging out with MJ again every Friday.

Sep 3-28, 2016:

-Peter and MJ hanging out every Friday becomes a "weekly ritual." MJ takes the opportunity to keep slipping Peter gene cleanser (which she stole some vials of from him) in the hopes that it keeps his powers permanently gone.

Thurs, Sept 29, 2016:

-Matt somehow fakes his and his loved ones' deaths to keep them safe from Kingpin.

Fri, Sep 30, 2016:

-Peter learns from the news that Matt is "dead." Peter gets upset, feeling he should've done something when he had the chance (He also thinks the reason his powers are gone is purely psychological, so he still feels he could've done something here).

-Peter receives a posthumous letter from Norman. I can only assume it got delayed somehow since Norman's been dead a while at this point. Peter angrily flushes the letter down the toilet.

-Kainage arrives in Manhattan, where he murders the S.H.I.E.L.D. agents who've tracked down the secret lab where Oscorp grew Thor's clone.

-The agents are all murdered before they have time to send out a distress signal or alert the rest of S.H.I.E.L.D. to their location. S.H.I.E.L.D. goes looking for their lost agents but don't know where the secret lab is. You'd think S.H.I.E.L.D. would give all their agents tracking devices or something, but then my story wouldn't work, so let's just assume that's not doable for some contrived reason or other. I don't know.

-Next, Kainage travels all the way to Long Island, digs up Gwen's crave, and carries her corpse back to the secret lab in Manhattan, where he uses Warren's brain-scanning technology to make a copy of her decaying brain. The supercomputer even has an advanced algorthym to reconstruct the decayed cells so that a brain map is produced. However, I left it deliberately ambiguous just how "perfect" this recreation really is.

-Kainage returns Gwen's corpse to the coffin.

-The cemetery staff discover her grave was vandalized and call Gwen's friends and family to inform them. (*Ls13Ch96 Student Loan Debt*)

Sat, Oct 1, 2016:

-Peter and MJ drive out to long island to see the smashed-up grave. Peter gets upset and mentions he wants to see Aunt May in person, and so Mary Jane lies, saying she doesn't work today, and offers to drive him there. (*Ls13Ch97 Job Security*)

Sun, Oct 2, 2016:

-Aunt May (and Heather, the girl he saved way back in chapter 1) convinces Peter to keep being Spider-Man. May gives Peter a spare costume he'd left behind when they moved out of the Forest Hills house, which Peter puts on underneath his clothes (which ends up saving his skin since he left a tracking device in there. Uh, guess that makes him smarter than those S.H.I.E.L.D. agents, then…).

-But on the car ride back, Peter catches on to the fact that MJ's been slipping him gene cleanser. They argue, but right as they return to Peter's apartment, they find Kainage waiting for them.

-Kainage got bored while he was gestating Gwen's clone, and so he went looking for Peter to murder him. He managed to track down Peter's apartment and happened to see Peter and MJ coming in, so he went and hid in Peter's room real quick to surprise them. (*Ls13Ch 98 Post-Commencement Stress Disorder*)

-Kainage slices open Peter's right leg, then drops him off the Brooklyn Bridge and collapses the bridge pillar on his back. (*Ls13Ch99 Foreclosure*)

-Normally this would kill Peter, but it turns out he's able to draw out some hidden reserve of his spider-strength through sheer force of will. He has a near-death experience where Death tries to convince him to die, but Peter never stops fighting.

-Firefighters and good Samaritans help lift up the rubble to rescue Peter, but then Kainage swoops back in, injuring and killing a couple of them, and grabs Peter. Right as he's about to kill him, the gestation pod's motion detector goes off, alterting Kainage to the fact that the Gwen clone is awake. (*Ls13Ch100 Loan Extension*)

-Kainage drags Peter to the secret lab, where he monologues his evil plan to Peter. It turns out the Gwen clone is infested with the Carrion Virus, which Warren had intended to use as a last resort to wipe out all human/mutant life except for clones. Kainage wants to build a perfect society of clones, satisfying both Kaine's emotional needs and the Carnage symbiote's bloodlust.

-But Mary Jane busts in, having followed the tracking device in Peter's costume. She uses the fire-webbing and spare web-shooters Gwen left behind to fight off Kainage. The Carnage symbiote flees to the Gwen clone, who bursts out of the gestation pod.

-I never got to say this in-story, but I named her "Joyce Stacy" after Joyce Delaney from the comics. But whether or not she would've identified herself as the "real" Gwen or just Gwen's little sister who happened to share some memories with her was left ambiguous. But either way, the Carnage symbiote messed up her head pretty bad, causing Joyce to start shrieking and frantically chase after Peter.

-Kaine assumes Carnage is trying to kill them. He grabs Peter and MJ and runs outside the lab, where MJ's called S.H.I.E.L.D. to their location. Carnage snags Peter, though, and a frantic Peter believes that Joyce is NOT trying to hurt anyone but is merely upset and wants Peter.

-But whether intentional or not, Joyce ends up doing even more damage to Peter's right leg.

-MJ tells S.H.I.E.L.D. that Joyce has the Carrion Virus, causing them to freak out and open fire on Carnage against MJ's will. If Peter doesn't free himself, he'll get caught in the blast and die. MJ manages to convince Peter to let go, and he manages to free himself in the nick of time. Joyce and the Carnage symbiote are blown to bits.

-Peter is rushed to the Baxter Building infirmary, but his right leg isn't able to be saved. He gets a cool robot leg now, though!

-MJ tells Reed Richards and the Connors about how she sipped Peter gene cleanser, and Curt produces a serum based on Morbius's venom that will return Peter's spider-powers to him. But whether or not he chooses to take it is entirely up to him. MJ is tempted to flush the serum down the toilet, but she's learned her lesson and allows Peter to make his own choice.

-Of course, Peter chooses to regain his powers. (*Ls13Ch101 Locus of Control*)

Oct 3-23, 3 weeks:

-Peter recovers from his injuries, a process sped along by his newly-regained spider-powers. As soon as he's in fighting condition again, he stops one of Kingpin's drug rings.

Mon, Oct 24, 2016

-Peter continues being Spider-Man. He apologizes to Captain America and Mister Fantastic for yelling at them.

-Mysterio, Tinkerer, and Chameleon (who escaped again after we last saw him in the "Really Reilly" Unused Vignettes) are arrested.

-Peter learns that MJ now carries a gun for self-defense.

-Black Cat makes peace with Spidey, saying she could probably piece together his secret ID again but no longer wants to. As a gesture of goodwill, she gives him a present – a cloth version of his black costume.

-After seeing an ad where Kingpin uses Gwen's death to further his own agenda, Spidey gets ticked and pays Kingpin's office a visit, where he announces his intentions to defeat Kingpin and all other wannabe Big Men, but mostly it's just a chance to unleash a bunch of fat jokes.

-Afterwards, Spidey learns Daredevil is alive and apologizes for yelling at him, too.

-Meanwhile, Kingpin gets Spencer Smythe in cryostasis to use as a bargaining chip with Alistair (kinda like in The Animated Series), and he has Alistair build more Spider-Slayers for him.

-Martin Li's "Mister Negative" persona starts to gradually return.

-Roderick Kingsley's brother, Daniel Kingsley, returns to Manhattan and decides to be the next Hobgoblin.

-Kaine returns to Houston, Texas, ashamed of what he did, and he meets Louise Kennedy. Eventually, the two will fall in love, start their own life, and live happily ever after, with Kaine being as the black sheep of the Spider-Family.

-Kaine changes his name to "Ben Reilly," "Ben" in honor of Uncle Ben and "Reilly" because he wants to distance himself from the Parker surname and as a tribute to his big sister. "Kaine" was a name forced on him by Oscorp, so he doesn't really like it. He also changes his superhero codename from "Spidercide" to "Tarantula" because the bad guys snickered one too many times. "Tarantula" never really sticks, though, no matter how much Spidercide tries to push it.

Tues, Oct 25, 2016:

-Mary Jane makes peace with her father and starts pitching in to help with MJ's infant sister, Gayle, now that their mother's passed away.

-Peter doesn't answer his phone, so MJ uses the spare key Peter gave her to enter his apartment and wait for him to return. Once he does, she finally apologizes for slipping him gene cleanser and confesses that she wants to be with him forever (The romantic aspect of all this is set aside for now though since Gwen's death is still so raw in their minds).

-Peter says that from now on, they shouldn't make each other's choices. He chooses to keep being Spider-Man. And if Mary Jane chooses to be a part of Peter's life, Peter isn't going to stop her. He will not isolate himself anymore.

-Spider-Man runs off to deal with more of Kingpin's gang activity. Mary Jane says "Go get 'em, Tiger" for the first time.

2017

-Spider-Man battles Kingpin, Smythe, Mister Negative, Hobgoblin, and plenty of other crooks and supervillains throughout his college years but he beats them all. While he does scare some criminals off the streets, the existence of superheroes merely causes escalation. Spider-Man's presence never ends all crime in Manhattan like Peter would like it to.

-Sandman and Hydro-Man are eventually able to fully recover themselves. Harry, feeling responsible, has Oscorp cure Hydro-Man, while Sandman chooses to continue being a superhero and joins the Avengers (Yes, he's been an Avenger in the comics. Look it up).

-Alistair continues to attack Peter with Spider-Slayers because "it can't hurt to be thorough." But he's never able to prove Peter's Spider-Man and eventually he's sent to jail forever.

-Peter's freshman year at ESU ends in early May.

-Around July, Aunt May and Dr. Bromwell get married about nine months after the engagement. Eventually, Bromwell is let in on the Parker family's spider-secret.

-Peter's sophomore year starts in late August.

2019

-Peter's junior year ends in early May.

-The wounds of Gwen's death have greatly healed, and the constant danger of Peter's Spider-Man career propels him and Mary Jane into each other's arms. They begin dating. I mean, they weren't exactly NOT dating before. There was kind of an unspoken understanding that neither of them would have a relationship with anyone else. But now Peter and MJ are hugging and kissing and living together and having sex and stuff.

-Peter's senior year begins in late August.

2020

-Early May – Peter graduates college.

-Late August – Peter returns to ESU for his first year as a grad student.

-Towards the end of this year, Peter and Mary Jane have been together for longer than Peter had ever been with Gwen.

2023

-In early May, Peter finishes grad school and becomes a humble high school chemistry teacher.

-Around this time, Peter has known Mary Jane for longer than he'd known Gwen while she was alive. Man, that's kinda depressing.

-Peter and Mary Jane get married. Please note that Mephisto has been permanently banished from this universe and will never, ever bother the Parker family.

-MJ reaches the height of her acting and modeling careers.

-Peter will be 25 this August.

-The Superhuman Registration Act eventually causes a civil war among the Avengers, with Captain America going rogue and rebelling against the U.S. government. Spider-Man sides with Iron Man because he feels it will keep his family the safest. Spider-Man's secret identity is known by the government but is never revealed to the public.

-The government tolerates Spider-Man's actions, but Spidey never becomes a full-time Avenger. He remains an independent hero who helps the police go after crime lords and supercriminals they can't handle on their own. The police adapt and become better-equipped to deal with supervillains, but this merely leads to escalation. Superheroes are still needed.

-At some point, there is an attempt to recreate Spider-Man's powers, and spider-powers are given to other people such as teenagers Anya Corazon, Miles Morales, and Cindy Moon, who begin operating as the superheroes Araña, Kid Arachnid, and Silk. Spider-Man mentors them, training them to be his successors.

2026

-Over time, the damage from Peter's constant battles takes its toll on his body. Eventually, he has to wear the Iron Spider armor all the time, but even that starts to be a strain on him. Despite intense physical therapy, he loses more and more mobility. By age 28, he's physically unable to be Spider-Man. And at this point, even if Mister Fantastic was to use some sci-fi process to rejuvenate Peter, he STILL wouldn't even be half as good as the average superhero nowadays, of which there are plenty operating in Manhattan.

-Peter decides to retire, trusting the next generation of spider-heroes to handle things.

-He becomes a forensic scientist for the NYPD, so he's still helping people even though he can't really fight anymore.

-With Peter retired, he and MJ decide to start a family (after having been married roughly 3 years and officially dating for 3 years before that).

-The Connors study Peter and declare that there's a strong chance his children would inherit his powers. At this point, mutants are really pushing the idea that it's good and natural to give birth to superpowered children. Society is very open and accepting of that. Therefore, Peter and MJ decide that whether or not their kids have powers, it'll be okay and they can handle it.

-Mary Jane becomes pregnant and gives birth to May Gwendolyn Parker sometime before the end of the year.

-Aunt May dies of old age sometime soon after Mayday's birth, having lived just long enough to see her grandniece.

-Also, it turns out that the rapid aging Warren used to create his clones so quickly has negative

long-term effects. Reilly and Kaine/Ben become elderly and retire from crimefighting around the same time as Peter.

2038

-By now, Peter needs a cane to walk.

-Peter's and MJ's second child, Anna Madeline Parker, is born. Peter and Mary Jane are now totally, one-hundred percent satisfied with the size of their family.

2039

-Peter's and MJ's third child, Benjamin Richard Parker, is conceived. Oops. But they're happy to have him, of course.

-BUT by the time their third child is on the way, there is a new procedure done in the womb that can prevent a child from developing powers. Peter and MJ decide they don't want to burden their son with superpowers, so they get the procedure done. This causes them to have a falling out with the X-Men, who feel this is morally wrong and judge them harshly for it.

2042

-At age 16, Mayday starts to get a little TOO good at basketball. Her parents realize she's manifesting spider-powers. May assumes she's a mutant, and her parents don't contradict her. May has super strength and agility and also can make her palms really sticky, but she doesn't make the connection that she's Spider-Man's daughter. After all, she assumes Spidey's webs were organic, and *she* can't shoot webs. She thinks she has tree frog-powers.

-But because she has superhuman powers, May has to be pulled off her beloved basketball team. Peter and MJ are hesitant to put her on an all-mutant team (which is inclusive to superpowered non-mutants, too, of course) because they're not on the best terms with the mutant community anymore. May refuses to transfer to Xavier's, anyways, wanting to keep her social circle and believing she can control her powers well enough to "pass."

-May's powers are kept a secret, so the other students just think she's a quitter. May is frustrated by all this and has no other physical outlet anymore.

-But one day, May's Uncle Ben (the clone formerly known as Kaine) comes back to town and approaches her. It turns out he's been spying on his niece all these years, and now that he can see she has powers, he tells her the complete truth. Ben tells her her father was Spider-Man, her Aunt Reilly was Scarlet Spider, and he himself was the Tarantula ("Who?" "A, uh, spider-guy from Texas with a red and black costume-" "OH YOU MEAN SPIDERCIDE!")

-May had met her elderly Aunt Reilly before and assumed she was Peter's older sister. She didn't know about the whole clone thing, and she *definitely* didn't know her dad was once Spider-Man. While May doesn't really trust her Uncle Ben at first, his story adds up

-May also ends up becoming friends fellow Midtown Magnet student Cassie Lang A.K.A. Stinger, daughter of the second Ant-Man, who further encourages her to become a superhero.

-Mayday takes up the mantle of Spider-Girl ("Spider-Woman" was taken already). She steals her Aunt Reilly's old costume.

-On September 3, exactly 28 years since the first episode of Spectacular Spider-Man, Peter realizes his web-shooters are missing and pieces together that the brand new spider-hero, Spider-Girl, is Mayday. Also on this day, Harry and his wife Liz rename Oscorp to "Alchemax."

-In utter spite of the procedure, Benjy manifests spider-powers at THREE YEARS OLD. If anything, that stupid procedure probably *sped up* their development. Yeah, spider-powers are resilient and poorly understood by modern science. Peter DID get his powers from a freak accident, remember.

-Now the Spider-Family has to deal with all sorts of zany spider-baby antics. It's basically The Incredibles.

2044

-In a bizarre instance of history repeating itself, Spider-Girl is cloned. Even weirder, the clone, naming herself April Parker after Peter's other dead aunt (mentioned way back in chapter 63, Developmental Milestone, remember?), is actually half-human and half-Klyntarian symbiote. Biologically speaking, April has THREE parents – Peter, Mary Jane, and the Venom symbiote. D'aww, so now Venom gets to officially join the family tree!

-At first, April becomes the gooey, shapeshifting supervillain Mayhem, but eventually she reforms and becomes a part of the Spider-Family. Tragically, though, she's killed by an exploding warehouse. Long story.

2050

-Annie sprouts up fast and manifests her spider-powers at age 12. To Mayday's great annoyance, Annie dons a makeshift costume and starts sneaking out on missions after her, becoming Spider-Girl's tagalong sidekick "Spiderling." If Peter and MJ didn't approve of Mayday's superheroism at age 16, they sure as hell don't approve of their second daughter joining in at *age twelve*. So Spiderling is basically Jade from Jackie Chan Adventures.

2056

-Around this time, Reilly and Kaine pass away from rapid aging, having lived 50 years (66 years if you count the roughly 16 years worth of Peter's memories they've both got).

2059

-Around the time of adulthood, Benjy becomes the second Spider-Man.

2060-2097

-Gradually, as society adapts, the need for superheroes fades away. Superhumans become commonplace enough that the superhero/supervillain dynamic isn't really that different from the police officer / criminal dynamic. It all becomes heavily regulated by the government, so there just isn't really any need for vigilantism and independent hero groups anymore.

-The Avengers fade away and their remnants merge into America's regular military forces.

-The Fantastic Four become the Future Foundation, focusing more on science and knowledge than on fighting bad guys. Poor Doctor Doom never does take over the world.

-The X-Men are no longer needed, as mutants have plenty of rights and stuff now and society is fully equipped to deal with all their quirks.

-So in short, everything works out great, and society is basically perfect now… and it's all thanks to our sponsors at ALCHEMAX INDUSTRIES! *Alchemax, keeping your water safe, your air safer, and your mind safest.*

2098

-Mary Jane dies peacefully in her sleep from old age, surrounded by her husband, children, and grandchildren. Advances in medical technology allowed her to easily live to be about a hundred. She and Peter had been happily married 75 years.

-Shortly after his wife's passing, Peter, using illegal military biotechnology that is NOT ALCHEMAX APPROVED, begins operating as Spider-Man once again. He sports a jacket-based costume designed by the late Leo Zelinsky, who in addition to being a therapist was also a costume designer, apparently.

-For reasons unknown, Spider-Man chooses to rebel against our wonderful friends at Alchemax and becomes quite a thorn in the side of their operations. But don't worry, he's very old and unable to keep this up for long.

-On December 31, 2098, Spider-Man is cornered by Alchemax law-enforcement officers in the Parker family cemetery, where rests the graves of his parents, aunt, uncle, clones, wife, and even members of the Stacy family who were moved there at some point over the years. Spider-Man is given the chance to surrender, but he refuses, and so he is gunned down at exactly midnight. To the bitter end, he never stops fighting.

Spider-Man no more.

2099

-Miguel O'Hara becomes Spider-Man.

One-Shot: Caught on the Web

Chapter Notes

Hey, everyone! I have a special announcement to make. Unfortunately, as far as I know, the only real way to get a message out to all my story followers is to post it here as a new chapter. I do feel weird about posting a chapter with no new story content, though, so I've banged out a quick, pointless little one-shot story (set a couple years after the final non-epilogue chapter).

Anywho, the announcement is that I've started work on a streamlined draft of this story. The goal of this draft is to feel more "Spectacular Spider-Man-ey" by significantly cutting down on the presence of other, non-Spidey-related Marvel characters in the story (and also to make the fic a lot shorter and easier to get through). Major departures from the Spec Spidey status quo are also being dialed back (so Liz and Sally no longer become mutants, etc.), and also, I've incorporated in the vacation the Midtown High kids were supposed to take during spring break according to Greg Weisman (using his non-canon Gargoyles crossover script as a basis).

As promised, the original draft will remain untouched here. The new draft is titled "If This Be My Destiny," and I've already uploaded the first story arc. Feel free to skim through it to see the changes and get an idea of what this version will be like – I'd love to hear you guys' feedback and initial reactions. The first arc is pretty similar, but the fic will radically depart from the original as it goes on, especially since I'm changing up the Clone Saga quite a bit.

I'll keep on working on the new draft in my free time, but I can't make any promises about how frequently it'll be updated. Also, this does mean I won't be editing "Fighting Crime, Spinning Webs" anymore (barring any super glaring typos / continuity errors). Sorry, I tried to proofread both drafts simultaneously, but that turned into a nightmare pretty fast.

And if you think this original draft is perfect the way it is and none of this news interests you, then, ummmmmm….. OH LOOK HERE'S COLLEGE AGE MJ IN STOCKINGS.

"Aaaaand we're live."

Mary Jane lay sprawled across her mattress on her perfectly flat tummy, her stocking-covered legs waddling back and forth in the air behind her. She leaned towards the laptop monitor resting on her bedside table, just to make sure the MJ onscreen did likewise.

"Hey, internet friends," she said with a wave to the camera. "Couldn't get that photo shoot scheduled this week, and the boyfriend's at work, so that means video games." As she spoke, Mary Jane reached for the controller resting on her pillow. "Thanks for all the gifts, by the way. You guys are great. You filled up, like, over half my library." But as MJ glanced at the screen again, her lips pursed. Hmm, viewership was abnormally low today. Mary Jane gave this some thought, then reached over to the bedside table and tilted her webcam a couple degrees

downwards. There, much better.

"So," MJ continued as she pulled up Steam, "any requests?" She gave it a moment, then checked the chat:

TAKE OF YOUR SHERT!!!

world of battlecraft ftw

doki doki lit club its a good game becase it starts out cute BUT THEN IT GETS SCARY

Why dont you ever play the hentai games I send you? :'(

Space Wackos 7: The Space Awackens

And then there was one user who'd just spammed the word "boobs" fifty times.

"Hmm." MJ gave this some thought. "I'm thinking Battlecraft."

After that, she didn't give the chat too much of her attention… at least until a couple hours into her game session, at which point it utterly exploded in her peripheral vision.

"Huh? What?" Mary Jane found herself pausing mid-encounter just so she could try and read the rapidly-expanding wall of text. Holy moly, she didn't know the chat could *go* this fast. "What's going on?" The whole bar was a blur until she forcefully stopped it from scrolling. As soon as the words went still, she read:

its SPIDERMAN

Holy crap it's spider-man

Whoa its deadpool!

That's Spider-Man, retard.

YO SPIDAMAN WASSUP?

MJ's blood froze in her veins. Slowly, she dropped her controller to the pillow, then sat up on the mattress and, with growing dread, turned in place.

Standing in her bedroom doorway was a cute, brown-eyed man with spandex on his chest, a mask in his hand, and an oblivious smile on his face. The stupid game volume had been cranked up so high, MJ hadn't heard him come in.

"Hey, babe," Peter said, stepping towards the bed, "I got back early. You wouldn't believe the day I-"

"*Peter!*" Mary Jane all but screamed at him. "*I told you I'd be streaming!*"

"You d-? *Oh #*$%.*" MJ had just enough time to see the whites of Peter's eyes drastically enlarge before he slammed the door back shut.

"Uhhh…" MJ's head swiveled to the webcam. "One second, guys."

One second later, Mary Jane was out in the condo's hallway, shutting the bedroom door behind herself in her hurry to Peter's side. By now, he'd planted himself on the loveseat, where he was currently in the process of squeezing his palms through his face and out the back of his head via

brute force.

The instant the door clicked back into place, Peter blurted out, “I am *so* sorry, MJ, I totally forgot. I mean, I just- I got so distracted today. There was this bunny-themed supervillainess, and-”

“It’s okay, Tiger.” With a patient sigh, Mary Jane seated herself on the other cushion. “I shoulda locked the door.” She inhaled, fingers on her scalp. “And now we’ve got twenty thousand viewers demanding an explanation.”

“Want me to go back in there?” Peter started to his feet. “I can make up some excuse-”

“No, don’t give them a better look at you!” But MJ grabbed his arm. “Just stay out here, babe. I’ll handle it.”

“If you’re sure…”

Mary Jane vanished back into her room without further debate.

Even once MJ left, Peter remained on the loveseat, fuming at the stupid mask in his hands. He hoped MJ was coming up with something airtight. He swore, if *this* was how his secret identity got blown…

Unable to help himself, Peter finally rose from the couch, then opened the bedroom door a crack.

“…Okay, first off-” Mary Jane’s voice carried from within. “-he didn’t know the webcam was on. Second off, what me and my boyfriend get up to in the bedroom is none of you guys’ business in the first place!”

Back outside, Peter groaned.

One-Shot: Misbehaving Mayday

You are Spider-Girl, daughter of the one true Spider-Man, and as it turns out, that little blinking light on your web-shooters meant they were running low on fluid. You silently scurry up to the window of your Forest Hills home, grumbling to yourself. Your adorable, spandex-covered ears are still ringing with the cackles of Funny Face escaping into the night. *Hmmph*.

Small mercies, though, at least your parents are sound asleep – If there's one benefit to having younger siblings, it's that they keep your parents nice and exhausted. You manage to shut the bedroom window behind you and swap your spider-PJ's for your regular PJ's without incident. Once the costume and web-shooters are safely hidden beneath that patch of loose carpet under the bed, you climb under the covers. Tomorrow's a school day, after all…

Two minutes later, you climb out of the covers. There's *gotta* be a way to get more web-fluid. What's a Spider-Girl without webs? God, you're stupid. You were so caught up in the rush of being a superhero that you'd subconsciously assumed you had infinite ammo. Maybe making that webbing-snowman hadn't been the greatest idea after all. But even if your dad keeps more fluid just lying around (which, let's be real, he doesn't), you can't keep stealing it from him – He'd catch on eventually. No, no, what you need to do is make your *own* web-fluid.

Surely your dad keeps the formula around here somewhere. *Surely*.

Soon enough, you find yourself sneaking into your dad's study. The room used to seem gigantic when you were little, but now it seems kinda silly, really. The desk is absolutely covered in random machinery and half-finished chemical experiments. Every so often, your dad will lock himself away in here, convinced he's stumbled onto the next big thing (*cough cough mid-life crisis cough*). Usually he just ends up making some new kinda glue… which, in hindsight, might be exactly what you're looking for.

You creep over to your dad's desk, pick the lock with a knitting needle (Thanks, Cassie's dad), and then start your snooping. Hmm, you've always been deathly curious to know what's in this drawer, but it doesn't look like anything super interesting. There are some faded old Valentine's Day cards, a couple, tiny little spider-shaped gadgets whose purpose you can't discern, and a notebook. That last one gets your hopes up, but all you find in there are some sketches of Spider-Man costume designs, all rejected. Some of the pages have little notes in the margins in a feminine handwriting that's not your mom's (though you guess it's possible hers has just majorly deteriorated now that nobody uses paper anymore). On one page, the notes have been aggressively scratched out, and above them is handwriting that's definitely your dad's, reading, "The web-armpits *STAY*."

You're just about to close the drawer back when you catch it poking out beneath the notebook – a flash drive. Bingo. Immediately, you run back to your room, sit up in bed with the laptop on your lap, fire it up, and plug in the drive. Your enthusiasm fades, though, once you realize there's nothing on here but video files. Okay, still, maybe your dad once recorded himself mixing up web-fluid? For posterity? It's- It's possible! And you *need* that web-fluid to defeat Funny Face, so this is for a good cause. You're *definitely* not just making up excuses to snoop on your fascinating parents who've been keeping major secrets from you your whole life.

Without further ado, you slip in headphones, then click on a random, untitled video file. Onscreen appears a cellphone video. That twenty-tens quality gives you a headache, but you can still make out two teenage girls sprawled across a queen-sized mattress, the both of them wearing short shorts and t-shirts that, err, aren't exactly baggy. One girl is blonde, the other a redhead. The redhead could not possibly be mistaken for any other human being on the planet except your

mother, albeit a teenage version of her. And as for the blonde… she's come straight out of the old photos on the living room shelf.

"You're filming this?" Teenage-Mom says, eyebrow cocked, lips curled upwards.

"C-C'mon," says a higher, shakier version of your dad's voice from behind the trembling camera. "For all I know, this could end up being, like, a once-in-a-lifetime thing…"

"It's okay, Peter," the blonde says with a giggle. "We know all about your photography fetish."

At this, Teenage-Mom gives a dramatic flourish of her arm as she adopts a higher voice: "Ohhh! The mood lighting! The shot composition! It's all so… so perfect.
AAAAAAAUUUUUUGHHHH!"

…You could've gone your whole life without hearing your mom feign that noise.

"Oh, shut up," Teenage-Dad says, his voice peppered with laughter of its own.

"Yeah?" Teenage-Mom retorts. "Why don't you come over here and *make* us?"

There are more giggles as the camera moves closer, but then the blonde girl gets all nervous and starts hugging herself, and so Teenage-Mom murmurs reassurances as she… rubs the girl's shoulders.

"Look, there's nothing to worry about," Teenage-Dad says. "I turned off cloud storage. No one's ever gonna see this…"

And that's when you make the mistake of hesitating a couple more seconds before slamming the laptop lid shut.

Almost the moment you do, your bedroom door explodes open and your non-teenage parents burst inside, the both of them wrapped in bathrobes. "What is it? What's wrong?"

It takes you a moment to realize you've been shrieking your head off.

Your dad's eyes fall on the laptop. "May, it's the middle of the night. What are you-?"

"*What the hell?*" The words escape your mouth entirely of their own accord.

"Hey!" Your mom starts forward. "You watch your language, young l- *Where the hell did you get that?*" The next instant, she's diving for the flash drive poking out your laptop. "Nothing on there is *any* of your business. I'm sorry if you saw me giving birth and freaked out, but maybe that'll teach you not to steal our-"

"No," you stammer out, the words more forceful than you'd meant. "No, I did *not* see you giving birth. That was- I just…" You trail off.

Your mom's interest has been peaked. She wrenches the laptop from your hands, then opens the lid to glance at the screen. A second later, your mom shuts it back, then scurries over to your dad's side to whisper something in his ear.

His eyes go wide. "Oh," he says. "Ohhhhhhhhh." After a deep breath, your dad turns to face you. "May, listen, your mother and I… there are things in our past, in our private lives, that are behind us now, and-"

"*Oh my god, I don't want to talk about it.*" On sheer impulse, your hands clamp down on your

ears as you bury yourself in your pillow. “I think I’m gonna throw up. My parents are perverts. My parents are gross, disgusting perverts.”

“Whuz a pervert?” asks a squeaky voice from above.

“Annie!” Now your mom is forced to pry a redheaded toddler free of the light fixture. “Go back to bed, honey. And get down from there. I just mopped the ceiling…”

After that, your mom has to guide your sister back to her bedroom, leaving you alone with dear old dad. He bows his head and takes another breath. He looks like he’s aged a million years since he entered this room.

After an eternity, he simply says, “We loved her. You don’t have to understand it or like it or think it’s right, but we’re not apologizing for it. It is what is is.”

You pull the covers tighter over yourself and say nothing. Your brain’s kind of in the middle of a system wipe.

“Now why did you take that drive?” your dad asks.

“I dunno,” you say.

He folds his arms. “What were you looking for?”

“I dunno,” you say.

“You know, you can’t keep this up much longer. Sooner or later, we’ll find where you’re hiding the costume and web-shooters.”

“I dunno,” you say.

His brow creases. “Young lady, if you don’t change this attitude-”

“You’ll what?” you snap. “Ground me? Yank me off the basketball team? Oh, *wait,* that bridge has been *burned*.”

After that, your dad gives up, yanks out the flash drive, and storms off, muttering to himself.

…He totally forgot to take the laptop, though.

The desk drawer slammed shut with a click, hiding the flash drive from Peter’s sight. He was sulking out the study when he found his wife waiting on the stairway.

“I’d completely forgot we’d recorded that,” Peter says, monotone. “Guess I can’t get rid of *anything* with her face on it…”

“It’s okay.” Mary Jane leans in for a hug. “I’ve still got this extra bottle of nail polish she gave me. It’s probably fossilized by now.”

The hug was held a long while. “You think, if things hadn’t gone… the way they had…” Peter struggled to meet her eyes. “…the three of us would’ve still…?”

MJ could only shrug her shoulders. “It was only one crazy, stressful week in our lives. We were horny teens who thought robots were gonna exterminate humanity. Maybe it never woulda worked out in the long term.”

Peter's gaze drifted to the stairs beneath him. "May and Annie and Benjy wouldn't exist."

That brought the most pained of smiles to Mary Jane's lips. "Yeah. So it's not all bad. But…" Hesitation. "…you know, if Gwen came back, like, right this second…"

"I know." Peter returned the expression. "Nothing's changed."

The hug didn't end for minutes to come.

Finally, though, the two pulled back, and Mary Jane asked, "Why'd May take the drive?"

"She wouldn't say."

"Was there anything Spider-Man related on there?"

Peter started to shake his head, but then he caught himself. "Actually, there was that one video where I recorded myself making web-fluid to help teach you how-"

"Oh yeah," MJ said with a laugh, "the web-fluid cooking show."

"-but, I mean, ninety-nine percent of the stuff on that drive is like the videos of you giving birth and… y'know… stuff that'd make her want to bleach her eyes out. She'd never find it."

The moment your dad's out of the bedroom, you reopen the laptop lid. "All files successfully copied," the onscreen popup says. You let out a sigh of relief.

But your next breath is less relaxed. You still don't know which video file, if any, contains the knowledge you seek. And you know now what ungodly horrors might await you. But Funny Face must be brought to justice, and that can only happen if you know how to make web-fluid. There's no choice, you realize as you bring a trembling mouse to another random file name. You have to do this.

For justice.

You'd never closed out of so many tabs so fast in your life… but by the end of the night, it's paid off. During lunch the next day, you slip away from Midtown Magnet for a quick little shopping trip.

"Excuse me, I'd like to make a purchase." You set a bag down on the countertop. It's quite heavy – or so you imagine. "Heavy" has become something of an alien concept to you.

But just as you're going for your debit card, the wrinkled old shopkeeper cries out, "AHA! I knew you'd return someday!"

"Uh, what?" You stumble backwards, disarmed.

"You can't fool me by growing out your hair!" the man proclaims in a scratchy, airless voice as he pointed a withered, trembling finger at you. "You've got the exact same chemicals in the exact same quantities. Even got the twenty-pound cement sack. It's a dead giveaway!"

"What are you talking ab-?"

"Too late, I'm already calling the police!"

Half an hour later, you're being escorted back to school in the passenger seat of your dad's cop car. You scowl at him, arms folded.

"Trying to hit up the old Chemistry Emporium, eh?" Your dad smirks at you. "Nice try, kiddo. I already thought to tip Bruce off."

"Punish me all you want," you mutter. "If I *can* stop Funny Face, then I *have* to do it. I've been told you used to get that…"

"Yeah," says your dad, eyes on the road, "back before they integrated metahumans into the NYPD. I think we can handle some punk in eyeliner now."

"Right, cuz you've been doing *such* a great job of it so far."

At this, your dad lets out a huff. "Fine. If you don't respect me and your mom, then you'll just have to get a lecture from someone you *do*."

The man looks otherworldly standing in the middle of your family's messy old kitchen, hands on his hips. Must be the bright red, white, and blue he's wearing.

"Hi, May." Somehow, his massive, blinding grin comes off as completely sincere. "I'm Captain America, and I'm here today to talk to you about the importance of obeying your parents."

"Daaaaaad…" You bury your face in the kitchen table. "Can't you just make me watch more videos of Mom giving birth?"

One-Shot: Balancing Act (Part 1)

Chapter Notes

> Special announcement! I've drawn the opening scenes of this fic – or the rewritten version, at least – in comic form and uploaded the pages to my Tumblr (Where I'm also known as "thebandragoness"). I'd love for any fans of this fic to check that out and let me know what you think. I'm not the greatest artist in the world, but hopefully my art's not TOO cringy (and it's good practice to improve my skills, anyways) . If most of you guys like it, I might draw more pages. Otherwise I'll just throw my tablet in the fireplace and cry myself to sleep. No pressure.

Spider-Man released his web-line, letting his momentum carry him onto the side of his condo. Yeah, that's right, his condo. That he and his gorgeous wife could actually afford with actual money because the Avengers paid Spidey an actual salary. *In your face, Fantastic Four.*

Once he was sure there were no onlookers on the sidewalk below – or drone cameras, that was becoming a problem now – Peter ducked behind the building, slipped back into his civvies, and then went through the front doors and up the many, many flights of stairs until he reached the Parker family's humble abode.

Their front entrance alone was big enough to house the Hulk. And every last inch of it was covered in clutter. Empty water bottles, child-sized pajama shirts, some sort of slimy substance that Peter might need to have his Iron Spider suit scan before he could identity…

"Uncle Pete, Uncle Pete!" And at the eye of the cyclone was the brown-hired girl dashing towards his knees. "Look, the 'Vengers saved the city again, so I drew their picture!"

Peter knelt down to accept the leaf of soggy paper in her hands. "Wow, Gayle, you did great." For an eight-year-old. "But I'm, uh, not sure Spider-Man's bigger than Giant-Man."

"Well, he *should* be," Gayle countered without skipping a beat. "Spider-Man's the coolest."

Once he was sure Gayle was no longer paying him any attention (which took only seconds), Peter let the ensuing grin cross his face. "*Attagirl…*"

"Oh, oh, oh, and Emjay made me mac-roni!" Struck by sudden inspiration, Gayle led Peter by the hand to the living room sofa, helping him navigate the sea of stray dolls and crayons fused to the carpet.

Sprawled across that sofa was the remains of MJ – or "Emjay," as Gayle pronounced it. No pause between syllables, subtle distinction. The coroner might have been able to identity Peter's wife from the frizzy red stuff coming out her head or the sweatpants that, save for the thick yellow stain on the leg, were identical to the ones Mary Jane had been wearing before Peter left.

"Hi." To Peter's great surprise, MJ spoke. She even managed to peel her back off the couch so she could roll onto her shoulder, albeit with a great effort. She'd have passed for one of the crew of the Flying Dutchmen.

"Hi." Peter leaned over the armrest to give her forehead an upside-down kiss, though he had to

fight to not wrinkle his nose at her.

As soon as Gayle had wandered off out of earshot, Mary Jane said, “Gayle wanted macaroni and cheese.”

“Yeah, she told me-”

“No, no, not just any macaroni and cheese, but this really specific brand of it. I think she saw it on a commercial or something.” MJ brought a trembling hand to her forehead. “You would not *believe* how excited she got at the prospect of a half-cup pack of macaroni and cheese.”

Peter was trying not to give *too* pitying a smile. “And you’re the cool big sister-”

“And I’m the cool big sister, and there’s a store, like, two minutes from here, so of course we had to go, and Gayle was being noisy and the checkout guy was a jerk to me about it, and then at home I spilled scalding water on myself trying to make the stupid macaroni because I haven’t slept in twenty-eight hours-” MJ gestured to the swollen red mark on her right wrist. “-and then after diner, Gayle threw up all the macaroni. Over there.” Her finger traveled from her wrist to the patch of carpet underneath the dining room table. Ohhh, Peter had been wondering about that smell. “And then I got a call from the rehab place saying my dad might be there for three more months.” Mary Jane locked eyes with Peter, then said in the same monotone she’d been using, “I don’t care how many little old ladies get their purses snatched. It is *your turn* to watch her.”

“Hey, it’s fine, I got this.” Peter did his best to smooth her hair back into its intended shape. “But, y’know, I, uh, haven’t exactly been having the most relaxing time of my life, either. I’d swear Cap thinks he’s still in the army. I don’t suppose I can shower first befo-?”

“Thirty-six hours.” Hysteria was bleeding through the monotone. “I have had her for thirty-six hours, and she has only slept for six of those hours-”

“Okay, no shower, got it.” Without further ado, Peter cocked his head over his shoulder to call out, “Hear that, Gayle? I’m in charge now.”

“Whoo! Yeah! Uncle Pete!” Gayle’s voice carried from the playroom (formerly the study).

Peter’s head snapped back to his wife. “Y’know, someday we’ll have to explain to her that your uncle generally doesn’t marry your sister…” When MJ failed to so much as humor him with the slightest of smiles, he kissed her forehead again, then said, “Go get to bed, babe.” Then his lips moved down to the next kissable region.

But moments before lip on lip collision, there came a beeping from Peter’s pocket.

“Wait, is that-?” Pure, genuine horror crossed Mary Jane’s face, enough to make Peter actually scared for her. “No, no, oh god, decline the call, decline the call-”

Peter was honestly taking out his Avengers ID card to do just that… until he spotted the color of the light-up bar. “MJ…” He forced himself to breathe. “It’s threat level omega.”

MJ sprang off the couch like it was on fire. “I don’t care if Doc Ock’s just formed the Sinister Six *Thousand* – There is *nothing* in this world that will make me let you-”

“*Thanos got another Infinity Gem.*” She was cut off by the voice of one Steve Rogers emanating from the card’s video screen. “*And now he’s headed this way for the fifth one. The universe is counting on us, soldier.*”

“On my way, Cap.” With a not inconsiderable sigh, Peter returned the card to his pocket.

But he barely had time to before he found a whole entire wife clinging to his body. "*God, no, Peter, please, I am dead serious right now, I will literally do anything you ask for the rest of your life if you just don't-*"

"Shh… MJ…" Her hair needed to be brushed straight again. "It's gonna be okay."

Mary Jane peered up at him, her eyes the perfect mixture of pitiful and groggy. "Can't we just let the universe get destroyed so I can nap for fifteen minutes?"

Peter could only smile. "You know I'd say yes in a heartbeat, Mary Jane… except *you* happen to be part of the universe, too." Finally, that lip-on-lip collision came to pass.

Then Peter tried to go for the door, but the arms around his waist wouldn't budge.

"I don't want you to go."

Gently, Peter peeled himself free. "Me, neither."

Gayle accepted MJ's explanation without much protest. If she was anything like her big sister, she was getting pretty used to Peter ducking out on them by now. Small mercies, though, Gayle seemed to be winding down by the time Peter left. Mary Jane actually managed to sit the girl on the carpet in front of the HD television. She could barely make her way through a Diary of a Wimpy Kid book, but Gayle knew by heart how to set the TV to the Spongebob Channel (which is what Nickelodeon had officially become by the 2020s. And it aired nothing but episodes from the post-movie seasons, too).

Gayle kept her neck craned up at the screen with mouth agape, utterly transfixed. If she was being honest with herself, that bothered MJ more than the fact that the entire universe was in peril right now. Maybe if their dad had ever picked up the TV's slack when it came to parenting, Gayle wouldn't still act like a such a hyperactive little…

But while MJ's brain might have wanted to hunt for a more intellectually stimulating way to occupy Gayle's time, MJ's bladder had other plans. Once she was sure Gayle was nice and entranced, Mary Jane slipped off for a long-overdo trip to the bathroom.

Even after she'd washed her hands, Mary Jane lingered behind. She'd have to brace herself before she was ready to bear Tom Kenny at full force. MJ splashed some water on her face to wake herself up – a process that ended up taking a minute longer than expected – and then she finally managed to make her legs carry her to the living room.

It was empty.

"Gayle?" At first, Mary Jane rolled her eyes. But then she checked the playroom. Also empty. "*Gayle?*" Then the other bathroom, all the bedrooms, the friggin' broom closet… "*This isn't funny, Gayle. Gayle? Honey, where are you-?*"

"E-Emjay?" came a voice from the balcony.

Mary Jane was there in milliseconds. It took her even quicker to realize that her sister was perched atop the railing, fighting desperately to keep her balance against the wind.

The instant the light hit her retinas, Mary Jane screamed.

And the balance was lost.

According to the universal encyclopedia in Peter's Iron Spider suit, the monsters currently trying to bite his and his teammates' heads off were known as the Outriders, and they had been genetically-engineered to quite literally have the highest possible ratio of pointy-bits to non-pointy-bits that any living creature was capable of.

"*What's the stupid Infinity Gem even doing in Manhattan in the first place?*" Spider-Man inquired as he kicked an Outrider off the pier and into New York Harbor.

"It's Manhattan!" Wasp replied from her vantage point behind his neck, where she was busy blasting the oncoming Outrider swarm like there was no tomorrow. "*Everything* ends up here sooner or later."

"Why do I even bother asking?" It was at this point that Spidey learned his electric webbing wasn't as effective against these things as he'd hoped.

Spider-Man was just in the middle of prying an Outrider's jaws open so as to prevent them from clamping down on his head when Vision's voice rang out across the battlefield:

"Listen to me, my fellow Avengers! I believe I may have a plan to prevent Thanos's arrival to our vulnerable planet, but it will require all teammates to have some basic understanding of the exact properties of the Infinity Gem we guard. It is no exaggeration when I say our entire universe depends upon each and every one of you paying the utmost attention to my words." Vision gave a dramatic pause, his yellow cape swooshing in the wind as he hovered over the battlefield. "The Infinity Gems were born from the cosmic remnants of the universe that existed prior the creation of our current one, and therefore, they possess transdimensional properties that-"

"*Pardon me, Peter,*" came the monotone voice of the Iron Spider's resident AI.

"*Not now, K.A.R.E.N.!*" Peter rushed to switch off his helmet's speaker, but it wouldn't budge.

"My apologies, sir, but you've adjusted my system settings to prioritize the delivery of pressing news of your wife above all other functions."

Crud, that was right. "Wait, news of my-? *What happened?*"

Aunt May had gotten to the hospital before Peter, and she'd come from *Pennsylvania*. Mary Jane refrained from pointing this out, though. Instead, as soon as she saw her husband dashing into the waiting room, she accepted his rib-popping hug.

The first words out Peter's mouth were, "*Is she okay?*"

The first ones out Mary Jane's were, "Please tell me the universe isn't getting destroyed because I needed a hug."

The remark was intended to bring a smile to his face, but it ended up being more of a grimace. "It's not getting destroyed. The Inhumans lent us a spaceship and we're getting the Infinity Gem off-planet, so I think the worst of it's over for Manhattan. I mean, the other Avengers aren't thrilled with me ditching them mid-mission, but…"

The conversation had to be cut short once Aunts Anna and May approached them. After that, the minutes passed with tense whispers and murmured reassurances until finally, a nurse arrived to take them to Gayle's room.

She was propped up on the hospital bed, bleary-eyed and with both legs in casts. Mary Jane was

so delighted to see her sister, she didn't even give herself time to dwell on how deeply unsettling the sight was.

Mary Jane hugged Gayle, and then Aunt May hugged Gayle, and then Aunt Anna hugged Gayle, and then Peter's Avengers ID card started beeping. He took exactly one step towards Gayle before bowing his head, sighing, and excusing himself from the room.

MJ followed him out for the sake of eavesdropping, though it turned out she could've guessed the general gist of the conversation:

"*Where the heck did YOU run off to?*" Wasp's voice burst out the card with enough force to make Peter shoot worried glances to passing nurses before cranking the volume down.

"The- The hospital," Peter stammered into the card's speaker. "My sister-in-law just broke her legs, and my wife's really-"

"*She'll break every OTHER atom in her body once Thanos completes the Infinity Gauntlet! Now you get your spandex-covered ass back here before-*"

"*Janet,* we promised my wife I wouldn't *go* on the off-Earth missions-"

"*Then you'll be happy to hear Thanos shot our ship down over the harbor.*"

MJ couldn't catch the rest of Wasp's words, but the look on Peter's face said all she needed to know. "I understand. On my way." MJ heard Peter hang up, then felt his sad brown eyes on her back.

She declined his hug. Wouldn't want to waste valuable universe-saving time.

"He had to work again," said Gayle without the slightest ounce of surprise in her voice.

Mary Jane slinked towards the hospital bed, fighting with all her might to meet her sister's eyes. "He wouldn't go if it wasn't super important." When Gayle said nothing, Mary Jane knelt to give her shoulder the gentlest of shakes. "Gayle, honey… what were you doing?"

The silence was replaced with sobbing. "*I'm sorry, Emjay.*"

"It's alright, sis." This particular hug didn't place the universe at risk, and so Mary Jane was able to accept it.

"I… I saw this really cool commercial for the 'Vengers…" It took Gayle a couple, frantic breaths to finish the sentence. "…and I just wanted to pose on the rail. Like Spider-Man."

One-Shot: Growing the Beard

Chapter Notes

> Just a heads up, I'm almost done with the "If This Be My Destiny" draft of my fanfic, and once that happens, I've decided I'm going to delete that duplicate fanfic and replace this one, "Fighting Crime, Spinning Webs," with it. I know I'd said I wouldn't do that, but it turns out that, one, the rewrite ended up being way more similar to the original than I'd thought it'd be, and two, a lot of potential readers seem to feel obligated to read this older draft first, which is a bad thing in my eyes because I'm unhappy with this draft. And, I mean, when you think about it, it's really silly that anyone should get their first impression of a book from reading an earlier draft. I mean, there are even older drafts of this fanfic that aren't even on the internet anymore. Do you feel obligated to read those ones, too?
>
> My point is, if you're one of the people who really likes this original draft of Fighting Crime, Spinning Webs with the X-Men and the Clone Saga and all that jazz, then you might want to go ahead and download it (I don't know about FF dot net, but Archive of Our Own definitely has a "download PDF" option). And if you don't download it in time and you're REALLY desperate to keep the clunkier older model of this fanfic, you can just message me on Tumblr or something and I'll give you the link.
>
> Also, I'm still (very slowly) working on drawing this fic as a comic and improving my art, so feel free to check that out if you want.
>
> (Also, don't worry, I haven't forgotten, Balancing Act Part 2 is coming sometime in the future. Just haven't felt like writing it lately.)

Peter's next college class started in under half an hour. He really should've been scrambling out the condo's front door, Mary Jane knew, but instead she'd discovered him hovering in front of their bathroom mirror, feeling up his own chin.

"Uh… Tiger?"

"Hey, MJ?" Peter suddenly spoke.

"Yeah?" Mary Jane stepped towards him, alert, but she wasn't remotely ready for him to drop the bombshell:

"Do you think I should grow a beard?"

"Oh," said Mary Jane.

Instantly, Peter spun towards her. Sheesh, he needed to give a girl a warning before flashing his barren chest like that. How could so many abs fit into such a compact space? "Oh? What does 'oh' mean? Good oh or bad oh-?"

“I’m thinking.” Suddenly and without warning, Mary Jane kissed him on the lips (It was only fair. Seriously, *look* at that chest).

As soon as his mouth was free, Peter said, “What-?” But he could scarcely say that much before his mouth was obstructed again.

Soon as MJ had once again pulled back, she strained her forehead. “Hmm… Yyyyyyyes. Yes. Go for it.”

“*Really?*” Peter didn’t try to hide his joy.

But what he *did* try to hide was that split second – that teeny little split second – of wistfulness on his face. As if, like, on a subconscious level, he’d been expecting a more comfortable answer, but then Mary Jane had blasted him straight out of his comfort zone? Something like that. MJ didn’t know. She hadn’t yet figured out her boyfriend’s every quirk.

Epilogue:

“It’s patchy.” Peter slumped forward on their living room couch, head bowed.

Mary Jane, meanwhile, leaned towards him on all fours across the cushions, her knees on his thighs. “Boop.” With a sudden jab, she touched her pointer finger to one of the many spots of skin between Peter’s facial hair.

“Hey-!” Something of a laugh had been drawn from Peter, but it didn’t keep him from rising to his feet to pronounce, “Alright, that does it, it’s all getting shaved off.”

“*Whoa,* wait, slow down.” Luckily, Mary Jane managed to grab his arm halfway towards the bathroom door. Just before disaster could strike. “Let’s not go crazy here, Tiger. I think there’s a way to salvage this…”

And that’s the story of how my version of Peter gets his goatee from the Spider-Girl comics!

Works inspired by this one: Standing Up by Leaper

Please drop by the archive and comment to let the author know if you enjoyed their work!